



MASTER DRILLING Master Drilling Group Limited

Nominations Committee Charter 2018

The role of the Nominations committee ("Committee") will be to work on behalf of the Board of Directors ("the Board") and be responsible for its recommendations within these terms of reference.

The Board of directors of Master Drilling Group Limited ("Master Drilling" or the "company") has delegated the following responsibilities to the Committee: -

1. NOMINATIONS AND APPOINTMENTS

- 1.1 The Committee will give consideration to the composition of the Board, retirements, nominations and appointments of additional and replacement directors, and make appropriate recommendations to the Board;
- 1.2 The company secretary will assist the Committee with the process of identifying directors for appointment and in their induction and training programmes.
- 1.3 The Committee shall assist the Board with the recruitment and appointment of the Chief Executive Officer, Chief Financial Officer and the Company Secretary.

2. ANNUAL EVALUATIONS

- 2.1 The Committee shall on an annual basis evaluate: -
 - a) The performance, competency and suitability of the Chairman of the Board and the Chief Executive Officer;
 - b) The suitability of any additional professional positions, including membership of other governing bodies, held by the Chief Executive Officer outside of the company;
 - c) The independence of the Independent Non-Executive directors and the Lead Independent Director [if any];
 - d) The suitability of those directors, who are independent, and have served on the Board for more than 9 years;
 - e) The composition and chairmanship of the Board committees, taking into account: -
 - i. The responsibilities of the Board committees;
 - ii. Collaboration between the Board committees;
 - iii. The available skills of directors for the purposes of rotating members across the various Board committees and succession planning; and
 - iv. Balancing powers in respect of membership across the Board committees, so that no one individual has the ability to dominate decision-making, and no undue influence is by any individual is allowed;
 - f) The terms and conditions of any executive director's service agreements;
 - g) That key management functions are
 - i. Headed up by individuals with the necessary competence and authority; and
 - ii. Adequately resourced
 - h) The performance and independence of the company secretary;
 - i) Together with the Chief Executive Officer, the constitution of the boards of directors of major subsidiaries and affiliates of the Company and make recommendations to the board; and
- 2.2 The Committee may consult with other non-executive directors in its evaluation of the chairperson of the Board or chief executive of the company.

3. SUCCESSION PLANNING

- 3.1 The Committee shall ensure that up-to-date succession plans are in place for the Board members, the Chairman of the Board and the Chief Executive Officer;
- 3.2 The Committee shall ensure that there is a succession plan in place for executive management and other key positions to provide continuity of leadership. Succession planning should be reviewed periodically but at least annually and provide for both succession in emergency situations and succession over the longer term.

4. REPORTING

- 4.1 The chairperson of the Committee shall report to the Board on a regular basis on matters dealt with by the Committee.
- 4.2 The Committee will liaise with the Board in relation to the preparation of the Committee's report to shareholders, if such a report is required.
- 4.3 The chairperson of the Committee or a member shall attend the annual general meeting and be prepared to answer questions concerning the appointment of executive and non-executive directors.

5. MEMBERSHIP

- 5.1 The Committee shall consist of not less than three directors appointed by the Board, all of whom shall be non-executive directors, with the majority being independent non-executive directors.
- 5.2 In appointing the members of the Committee, the Board will nominate the chairperson of the Committee, who must be an independent non-executive, and determine the period for which they shall hold office.
- 5.3 The chairperson of the Board may be a member of the Committee and shall be eligible to be appointed as chairperson of the Committee.
- 5.4 The chairperson of the Committee will be responsible for the convening of the Committee and the transmission of recommendations to the Board.

6. MEETINGS

- 6.1 Meetings of the Committee should be held as the Committee deems to be appropriate but will take place at least twice each year. Meetings may be called by the chairperson of the Committee or any member of the Committee.
- 6.2 The notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda of items to be discussed, other than under exceptional circumstances, shall be forwarded to each member of the Committee not less than four working days prior to the date of the meeting.

- 6.3 A quorum for decisions of the Committee shall be any three members present (two of whom must be independent).
- 6.4 The company shall normally invite the chairperson of the Board (if not a member of the Committee) and the Chief Executive Officer to attend meetings to discuss the performance of other executive directors and senior management and make proposals as necessary.
- 6.5 Minutes of meetings shall be taken by the Group Company Secretary.
- 6.6 Any director may, provided that there is no conflict of interest and with the consent of the chairperson of the Committee, obtain copies of the Committee's minutes.

7 REIMBURSEMENT OF EXPENSES

- 7.1 Directors should ensure that they are reimbursed for all direct and indirect expenses reasonably and properly incurred in performance of their obligation as a director e.g. accommodation and travelling expenses.

8. GENERAL

- 8.1 The Committee, in carrying out its tasks under these terms of reference, may:
- 8.1.1 Investigate any activities within its terms of reference;
 - 8.1.2 Seek outside legal or other independent professional advice at the cost of the company subject to the prior approval of the Chairman and Chief Executive Officer;
 - 8.1.3 Secure the input of outsiders with the relevant experience and expertise where necessary at Master Drilling's expense;
 - 8.1.4 Seek any information it requires from any employee, and all employees are directed to co-operate with any requests made by the Committee.
- 8.2 These terms of reference shall be reviewed annually and may be amended from time to time as required subject to the approval of the Board.

This Charter was reviewed and approved by the Board of Directors in March 2018.