

Dated: 4 January 2018

**ASIAMET RESOURCES LIMITED**

**(the "Company")**

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**REMUNERATION AND NOMINATION COMMITTEE TERMS OF  
REFERENCE**

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1. **CONSTITUTION**

The remuneration and nominations committee ("**Committee**") was constituted by resolution of the board of directors on 4 January 2018 in accordance with the articles of association of the Company.

2. **DUTIES AND TERMS OF REFERENCE**

2.1 **In respect of the Company's approach to remuneration, the Committee shall:**

- 2.1.1 determine and agree with the board the framework or broad policy for the remuneration of the company's chairperson and the executive directors including pension rights (if any) and compensation payments. The remuneration of non-executive directors shall be a matter for the board or the shareholders (within the limits set in the articles of association). No director or senior manager shall be involved in any decisions as to their own remuneration. The Committee shall recommend and monitor the level and structure of remuneration for senior management;
- 2.1.2 take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance. The objective of such policy shall be to attract, retain and motivate the executive management of the company without paying more than necessary. The remuneration policy bear in mind the Company's appetite for risk and be aligned to the Company's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and be designed to promote the long term success of the Company;
- 2.1.3 review and have regard to the pay and employment conditions across the company, especially when determining salary increases;
- 2.1.4 review the ongoing appropriateness and relevance of the remuneration policy;
- 2.1.5 approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes;
- 2.1.6 review the company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 2.1.7 review the design of all share incentive plans for approval by the board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, Company Secretary and other senior executives and the performance targets to be used;

- 2.1.8 determine the policy for, and scope of, pension arrangements for each executive director and other senior executives;
- 2.1.9 determine the total individual remuneration package of the chairperson, each executive director, the company secretary and other senior executives including bonuses, incentive payments and share options or other share awards, within the terms of the agreed policy and in consultation with the Chairperson and/or Chief Executive as appropriate;
- 2.1.10 ensure that contractual terms on termination and any payments made are fair to the individual and the Company; that failure is not rewarded and the duty to mitigate loss is fully recognised;
- 2.1.11 oversee any major changes in employee benefits structures throughout the company;
- 2.1.12 agree the policy for authorising claims for expenses from the directors;
- 2.1.13 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- 2.1.14 obtain reliable, up-to-date information about remuneration in other companies of comparable scale. The Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary to help it fulfil its obligations within any budgetary restraints imposed by the board; and
- 2.1.15 consider such other matters as may be requested by the board of directors and work and liaise as necessary with all other board committees.

**2.2 In respect of the Company's approach to nomination of new directors, the Committee shall:**

- 2.2.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes;
- 2.2.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the board in the future;
- 2.2.3 be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
- 2.2.4 before appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

- 2.2.4.1 use open advertising or the services of external advisers to facilitate the search;
  - 2.2.4.2 consider candidates from a wide range of backgrounds;
  - 2.2.4.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position;
  - 2.2.5 for the appointment of a chairperson, the committee should prepare a job specification, including the time commitment expected. A proposed chairperson's other significant commitments should be disclosed to the board before appointment and any changes to the chairperson's commitments should be reported to the board as they arise;
  - 2.2.6 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
  - 2.2.7 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
  - 2.2.8 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
  - 2.2.9 review the results of the board performance evaluation process that relate to the composition of the board;
  - 2.2.10 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
  - 2.2.11 ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings together with the latest version of the Memorandum on Directors' Responsibilities and Obligations of Directors of AIM companies, as produced by Bird & Bird LLP; and
  - 2.2.12 work and liaise as necessary with other board committees.
- 2.3 The Committee shall also make recommendations to the board concerning:
- 2.3.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairperson and Chief Executive;
  - 2.3.2 suitable candidates for the role of senior independent director once the Company deems it appropriate to appoint one;

- 2.3.3 membership of the Audit Committee, and any other board committees as appropriate, in consultation with the Chairmen of those committees;
  - 2.3.4 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required;
  - 2.3.5 the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years);
  - 2.3.6 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
  - 2.3.7 the appointment of any director to executive or other office.
- 2.4 To consider such other matters as may be requested by the board of directors.

### **3. MEMBERSHIP**

- 3.1 The members of the Committee shall be appointed by the board of directors. All of the members of the Committee should be independent non-executive directors. The board shall appoint the chairperson of the Committee who should be an independent non-executive director.
- 3.2 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of three years which may be extended for no more than two additional three-year periods provided the members continue to be independent.
- 3.3 The Committee shall have at least two members.
- 3.4 A quorum shall be any two independent non-executive director members of the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that the majority of the Committee must remain independent and non-executive directors.

### **4. VOTING ARRANGEMENTS**

- 4.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 4.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

- 4.3 Save where he has a personal interest, the chairperson will have a casting vote.

5. **ATTENDANCE AT MEETINGS**

- 5.1 The Committee will meet at least once a year. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested.
- 5.2 Only members of the Committee have the right to attend Committee meetings but other directors and persons (such as the head of human resources) and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 5.3 The Company secretary or his nominee shall be the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6. **NOTICE OF MEETINGS**

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and other attendees (as appropriate) at the same time.

7. **AUTHORITY**

The Committee is authorised by the board of directors to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, professional advice on any matter within its terms of reference. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8. **REPORTING**

- 8.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary.
- 8.2 Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the board of directors as a formal record of the decisions of the Committee on behalf of the board of directors unless it would be inappropriate to do so.

- 8.3 The chairperson of the Committee shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.4 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.5 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. The report should include a statement of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving objectives.

## 9. **GENERAL MATTERS**

- 9.1 The chairperson of the Committee should make himself available at each annual general meeting of the Company to answer questions concerning the Committee's work.
- 9.2 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board of directors for approval.
- 9.3 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 9.4 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 9.5 The Committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of AIM listed companies and the formation and operation of share schemes as appropriate.
- 9.6 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.7 The Committee shall ensure that (in addition to compliance with applicable Bermudan laws and regulations concerning disclosure of information, including in relation to pensions) all applicable laws and regulations, including any provisions and legal requirements contained in the QCA's Remuneration Guide for Small and Mid-Size Quoted Companies (together with any similar recommendations published by the Association of Business Insurers, the Pension and Lifetime Savings Association and the Investment Association) are fulfilled and produce a report of the Company's remuneration policy and practices to be included in the Company's annual report and ensure each year that it is put to shareholders for approval at the Annual General Meeting. If the Committee has appointed remuneration consultants, the annual report of the company's remuneration policy should identify such

consultants and state whether they have any other connection with the Company.

9.8 Through the chairperson of the board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

10. **APPROVAL**

The Committee Terms of Reference were approved by the board of Asiamet Resources Limited on 4 January 2018.

A handwritten signature in cursive script, appearing to read "A. Marini", written over a dotted horizontal line.

Chairman