

KAZ MINERALS PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Effective 1 January 2019

1. ROLE

- 1.1 The role of the Committee is to lead the process for appointments ensure plans are in place for orderly succession to both the Board and senior management positions and to keep under review the balance of skills, knowledge, independence and experience on the Board to ensure .the development of a diverse pipeline for succession.

2. MEMBERSHIP

- 2.1 Members of the Committee shall be appointed by the Board and the Committee shall be made up of at least three members.
- 2.2 The majority of the members of the Committee shall be independent non-executive Directors of the Company. The Board will determine each member's independence. A quorum for Committee meetings shall consist of two members.
- 2.3 The Board shall appoint the Committee Chair who should be either the Deputy Chair or an independent non-executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Deputy Chair shall not chair the Committee when it is dealing with the matter of succession to the Deputy Chair role
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Chair, the Group Human Resources Director, the Company Secretary and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 2.5 The regulations contained in the Company's Articles of Association for the meetings and proceedings of Directors shall so far as not altered hereby, also apply to members of the Committee.

3. SECRETARY

- 3.1 The Company Secretary or Assistant Secretary or their nominee shall act as the secretary of the Committee.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least once a year and at such other times as the Chair of the Committee shall require.

5. NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6. MINUTES OF MEETINGS

- 6.1 The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The secretary of the Committee shall ascertain the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist with a particular member of the Committee on any particular issue then such member of the Committee shall not participate or vote on the issue that gave rise to such conflict of interest.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, following the approval of the Chair of the Committee, to other members of the Board, unless a conflict of interest exists.

7. ANNUAL GENERAL MEETING

- 7.1 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

8. DUTIES

- 8.1 The Committee shall:
 - a) regularly review the structure, size and composition (including the skills, knowledge, experience, diversity and length of service) of the Board members as a whole and make recommendations to the Board with regard to any changes;
 - b) give full consideration to succession planning for Directors and other senior managers in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
 - c) oversee the development of a diverse pipeline for succession planning, including monitoring the impact of diversity initiatives across the Group;
 - c) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- d) before any 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 consider:
 - (i) using open advertising or the services of external advisers to facilitate the search;
 - (ii) candidates from a wide range of backgrounds; and
 - (iii) candidates on merit, against objective criteria and with due regard to the benefits of diversity on the Board (including gender), taking care that appointees have enough time available to devote to the position.
- e) as part of the process for nominating candidates for appointment, obtain details of and review any interests the candidate may have which conflict or may conflict with the interests of the Company. The Committee shall consider whether, despite any such conflict, there are nevertheless grounds for recommending the candidate for appointment and for the Board to authorise the relevant conflict. The Committee shall as part of any proposal to the Board for appointment of the relevant candidate explain these grounds and make recommendations as to the terms and conditions on which any authorisation of the conflict should be given by the Board;
- f) keep under review the Directors' existing and any new conflicts of interest and report to the Board and make recommendations as to whether the conflict should be authorised;
- g) for the appointment of the Board Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- h) keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- i) 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;
- j) review the results of the Board performance evaluation process that relate to the composition of the Board;
- k) 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
- l) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

and recommend any changes it considers necessary to the Board for approval; and

m) work and liaise as necessary with all other Committees of the Board

8.2 The Committee shall also make recommendations to the Board concerning:

a) formulating plans for succession in respect of the Board;

b) suitable candidates for the role of Senior Independent Director;

c) suitable candidates for the role of Designated Non-Executive Director for the workforce;

d) membership of the Audit, Remuneration and Health, Safety and Environment Committees and any other permanent Committees of the Board, in consultation with the chairs of those Committees;

e) 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;

f) the re-election by shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code or 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);

g) 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

h) the appointment of any Director to executive or other office.

9. REPORTING RESPONSIBILITIES

9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its terms of reference.

9.3 The Committee shall produce a report to be included in the annual report about its activities, the process used to make appointments and explain if external advice 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.

- 9.4 The report referred to in 9.3 above 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 the objectives.

10. AUTHORITY

- 10.1 The Committee is authorised to seek any information it requires from any Director or employee of the Company in order to perform its duties.
- 10.2 The Committee may call any Director or employee to be questioned at a meeting of the Committee as and when required.
- 10.3 The Committee shall have unrestricted access to Company documents and Company information.
- 10.4 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary's department for assistance as required.
- 10.5 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary.