



**AYO TECHNOLOGY SOLUTIONS INVESTMENTS LIMITED
("AYO")**

POLICY DOCUMENT

NOMINATION COMMITTEE

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REVISED CONSTITUTION : 2017

1. PREAMBLE

- 1.1 The Nomination Committee (“the Committee”) is constituted as a committee of the Board of Directors of AYO Technology Solutions Limited (“AYO the Group”). The duties and responsibilities of the members of the Committee are in addition to those as members of the Board.
- 1.2 The Committee shall ensure that the board comprises the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.
- 1.3 The deliberations of the Committee do not reduce the individual and collective responsibilities of board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their statutory obligations.
- 1.4 This constitution is subject to the provisions of the Companies Act, the Group’s Memorandum of Incorporation, Rules and any other applicable law or regulatory provision and may be amended, from time to time, at the discretion of the Committee, with ratification by the Board of Directors.

2. PURPOSE

- 2.1 The purpose of this Constitution is to define and describe the Committee’s :-
 - 2.1.1 Composition;
 - 2.1.2 Role;
 - 2.1.3 Responsibilities;
 - 2.1.4 Requirements for meetings and meeting procedures; and
 - 2.1.5 Evaluation of the performance of the board.

3. COMMITTEES COMPOSITION

- 3.1 The Committee comprises at least three Non-Executive Directors, a majority of whom are independent Non-Executive Directors.

- 3.2 Members of this Committee and its Chairperson are nominated by the Board.
- 3.3 The Chairperson of the Board is an ex officio member of this Committee.
- 3.4 All members of the Committee must be suitably skilled and experienced independent Non-Executive Directors.
- 3.5 The members of the Committee as a whole must have sufficient qualifications and experience to fulfill their duties.
- 3.6 The nominations committee assesses the composition and recommends the appointment of directors and will be the main body responsible for evaluating, promoting and ensuring gender diversity.
- 3.7 In reviewing the Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
- 3.8 In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of gender diversity on the board.
- 3.9 For the annual performance evaluation of the effectiveness of the Board the nomination Committee will consider the balance, skills, experience and the diversity representation of the board and other factors relevant to its effectiveness.

4. COMMITTEES ROLE

- 4.1 The Committee has an independent role, operating as an overseer and a maker of recommendations to the Board for its consideration, and final approval.
- 4.2 The Committee does not assume the functions of management, which remain the responsibility of the Executive Directors, officers and other members of senior management.
- 4.3 The role of the Committee is to assist the Board to ensure, on an annual basis that:-
 - 4.3.1 The Board has the appropriate composition in terms of structure, size, composition and independence for it to execute its duties effectively;
 - 4.3.2 The processes for nomination, election and ultimately, the appointment of members to the board should be formal and transparent.

- 4.3.3 Before nominating a candidate for election, the following should be considered:
considered:
 - 4.3.3.1. The collective knowledge, skills and experience required by the board.
 - 4.3.3.2. The diversity of the board.
 - 4.3.3.3. Whether the candidate meets the appropriate fit and proper criteria.
- 4.4 Induction and ongoing training and development of Directors take place, and;
- 4.5 Formal succession plans for the Board, Chairman, Chief Executive Office, and senior management appointments are in place.

5. COMMITTEES RESPONSIBILITIES

- 5.1 The Committee must perform all the functions necessary to fulfill its role as stated above and including the following:
 - 5.1.1 Ensure the establishment of a formal process for the appointment of Directors including:
 - 5.1.1.1 Identification of suitable members of the Board;
 - 5.1.1.2 Performance of reference and background checks of candidates should be independently investigated and their qualifications should be independently verified prior to nomination.
 - 5.1.1.3 Formalizing the appointment of Directors through an agreement between the company and the Director;
 - 5.1.2 Oversee the development of a formal induction programme for new Directors;
 - 5.1.3 Ensure that inexperienced Directors are developed through a mentorship programme;
 - 5.1.4 Oversee the development and implementation of continuing professional development programmes for Directors;
 - 5.1.5 Ensure that Directors receive regular briefings on changes in risks, laws and the environment in which the Company operates;
 - 5.1.6 Consider the performance of Directors and take steps to remove Directors who do not make an appropriate contribution;
 - 5.1.7 Find and recommending to the Board a replacement for the Chief Executive when that becomes necessary;

- 5.1.8 Ensure that formal succession plans for the Board, Chairman and Chief Executive Director appointments are developed and implemented;
- 5.1.9 Evaluate the performance of the Chairperson and of the Board as whole;
- 5.1.10 Report, in the Integrated Report, the list of Directors' current details, composition of Board Committees, number of meetings held; and attendance at meetings;
- 5.1.11 Make recommendations for the reappointment of Directors with regard to retirements due to rotation on the basis of that member's performance, including attendance at meetings of the board and committees;
- 5.1.12 A candidate for election as a non-executive member should be requested to provide the board with details of professional commitments and a statement that confirms that the candidate has sufficient time to fulfil the responsibilities as a member of the board;
- 5.1.13 A brief professional profile of each candidate standing for election at the annual general meeting (AGM) including details of professional commitments, should accompany the notice of the AGM, together with a statement from the board confirming whether it supports the candidate's election or re-election;
- 5.1.14 Upon election, the terms and conditions for serving as a member of the board should be formalized in a letter of appointment;
- 5.1.15 A programme of professional development and regular briefings on legal and corporate governance developments, and risk and changes in the external environment of the organisation, should be provided for members of the board.

6. AUTHORITY

- 6.1 The Committee acts in terms of the delegated authority of the Board as recorded in this Constitution. It has the power to investigate any activity within the scope of this Constitution.
- 6.2 The Committee, in the fulfillment of its duties, may call upon the Chairperson of the other Board committees, any of the Executive Directors, Executive Management, Officers or Company Secretary to provide it with information.

- 6.3 The Committee has reasonable access to the Group's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- 6.4 The Committee may form, and delegate authority to, subcommittees and may delegate authority to one or more designated members of the Committee.
- 6.5 The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, t the Group's cost.
- 6.6 The Committee makes recommendations to the Board that it deems appropriate on any area within the ambit of its terms of reference where action or improvement is required.

7. **MEETING PROCEDURES**

7.1 **Frequency**

- 7.1.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in this Constitution, but subject to a minimum of two meetings, per year.
- 7.1.2 Meetings in addition to those scheduled may be held at the request of the Chairperson of the Committee, Chief Executive, Executive Director, Executive Human Resources, other members of senior management; or at the instance of the Board.
- 7.1.3 The Chairperson of the Committee may meet with the Chief Executive – Human Resources and/or the Company Secretary, prior to a Committee meeting to discuss important issues and agree on the agenda.

7.2 **Attendance**

- 7.2.1 The Chief Executive or other members of senior management, as may be required, assurance providers, professional advisors and Board members may be in attendance at Committee meetings, but by invitation only; and they many not vote.
- 7.2.2 Committee members must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc* basis for special matters, unless prior

apology, with reasons, has been submitted to the Chairperson or Company Secretary.

7.2.3 If the nominated Chairperson of the committee is absent from a meeting, the members present must elect one of the members present to act as Chairperson.

7.3 **Agenda and minutes**

7.3.1 The Committee must establish an Annual Work Plan each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.

7.3.2 The Annual Work Plan must ensure proper coverage of the matters laid out in this Constitution: the more critical matters will need to be attended to each year while other matters may be dealt with on a rotation basis over a three-year period.

7.3.3 The number, timing and length of meetings, and the agendas are to be determined in accordance with the Annual Work Plan.

7.3.4 A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the Committee and other invitees.

7.3.5 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

7.3.6 The minutes must be completed as soon as possible after the meetings and circulated to the Chairperson and Members of the Committee for review thereof.

7.3.7 The minutes must be formally approved by the Committee at its next scheduled meeting.

7.4 **Quorum**

7.4.1 A representative quorum of meetings is a majority of members present.

7.4.2 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings.

7.5 **Evaluation**

7.5.1 The Board must perform an evaluation of the effectiveness of this Committee every year.

This and subsequent Charter changes will be approved by the Committee and the Board annually.

Date approved: 20 May 2020

Approved by: The Nominations Committee & The Board of Directors