

Process for performance evaluations

1 Board, Board committees and individual directors

The Chair is responsible for evaluation of the Board, Board committees (where applicable) and individual directors.

The procedure for performance evaluation is comprised of a three year cycle. During the first year, each Director completes a questionnaire which is reviewed by the Chair, followed by interviews with each individual Director. The questionnaire is designed to evaluate the Board and its committees. The following year the questionnaire is refined with reference to the previous year's outcomes and is used to track progress. During the third year, a more comprehensive approach is implemented to address issues arising from previous questionnaires as well as newly identified areas of focus, and may involve contribution from external consultants. Individual director performance will also be evaluated during the third year. The actual procedure used each year is disclosed in the Company's annual corporate governance statement.

Measures against which the performance of the Board, its committees and individual directors are measured include:

- effectiveness of the Board and individual directors in fulfilling its/their roles and responsibilities;
- the structure and performance of the Board as a whole and of its various committees;
- awareness of directors of their fiduciary and ethical responsibilities and duties as directors of the Company and of relevant corporate governance and compliance requirements;
- awareness of the Company's objectives and strategy;
- understanding by the directors of the significant business risks facing the Company and management of those risks; and
- avenues for continuing improvement of Board functions and Board performance.

2 Chair

The Chair's performance will be evaluated by the other members of the Board via the same process used for evaluating the performance of the Board, its committees and individual directors. The Board will address any issues that may arise with the Chair, if required.

3 Managing Director and other senior executives

The Nomination Committee (or its equivalent) is responsible for evaluating the Managing Director. Other senior executives are evaluated by the Managing Director.

The frequency and procedure for the evaluation of the Managing Director and other senior executives is determined annually and is disclosed in the Company's annual corporate governance statement.