

## PYNE GOULD CORPORATION LIMITED

### POLICY GOVERNING DIRECTOR NOMINATIONS, APPOINTMENTS, REMOVAL AND RETIREMENT

The Board of Directors (the "Board") of Pyne Gould Corporation Limited.(the "Company") has adopted this Policy Governing Director Nominations and Appointments (the "Policy") in accordance corporate governance rules adopted by the New Zealand Stock Exchange ("NZX"). The Company recognises that its shareholders desire increased insight into the Company's director nominations process and the Company endeavours to apply this Policy to such end.

#### A. IDENTIFYING AND EVALUATING PROSPECTIVE DIRECTORS

The Remuneration and Appointments Committee (the "R&A Committee") is responsible for identifying individuals qualified to become members of the Board and its committees, and recommending candidates for the Board's selection as director nominees for election at the next annual or other properly convened meeting of shareholders.

1. The process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders is as follows:
  - (i) The R&A Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
  - (ii) The R&A Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
  - (iii) The R&A Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
  - (iv) The R&A Committee will consider for nomination any such proposed director candidate who is deemed qualified by the R&A Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time[ and set forth in this Policy. ]
  - (v) In identifying and evaluating proposed director candidates, the R&A Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence, his or her service on other public company boards of directors, and the needs of the Board.
2. The procedures to be followed by shareholders in submitting recommendations for director candidates to the Board are set forth below:
  - (i) All shareholder recommendations for director candidates must be submitted to the Company Secretary at: Praxis Fund Services, Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 4NA, Channel Islands or by email: [TeamPFS@PraxisIFM.com](mailto:TeamPFS@PraxisIFM.com)
  - (ii) The NZX Listing Rules allow that no one (other than a Director retiring at the meeting) can be elected at an AGM unless they have been nominated by a shareholder entitled to attend and vote at the meeting. Closing date for nominations is no more than 2 months before the date of the AGM. Issuer shall make a a market announcement of the closing date no less than 10 business days prior to the closing date for Director nominations. Notice of every nomination received by the Issuer shall be given to all persons entitled to attend the AGM together with key information on the nominee and the Board's view on whether or not the nominee would qualify as an independent director.

- (iii) All shareholder recommendations for director nominees should include the following information:
- the name and address of record of the shareholder.
  - the name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
  - a description of the qualifications and background of the proposed director candidate, which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time [and set forth in this Policy. ]
  - a description of all arrangements or understandings between the shareholder and the proposed director candidate.
  - the consent of the proposed director candidate to (a) be named in the notice relating to the Company's annual meeting of shareholders and (ii) to serve as a director if elected at such annual meeting.
- (iv) A shareholder desiring to nominate a person directly for election to the Board at an annual meeting of the shareholders must meet the deadlines and other requirements set out above.

#### B. DIRECTOR QUALIFICATIONS AND SKILLS

The Company seeks directors who possess the qualifications and skills described in this Section B. Moreover, the Company evaluates each individual candidate in the context of the overall composition of the Board and the best interests of the Company and its shareholders, with the objective of recommending a group that can best manage the business and affairs of the Company. The R&A Committee will consider these and other qualifications, skills and attributes when recommending candidates for the Board's selection as nominees for the Board and as candidates for appointment to the Board's committees.

1. At a minimum, the R&A Committee must be satisfied that each -recommended nominee meets the following minimum qualifications:
  - (i) The nominee shall be highly accomplished in his or her respective field, with superior reputation, credentials and recognition.
  - (ii) The nominee shall exhibit high standards of integrity, commitment and independence of thought and judgment.
  - (iii) The nominee shall have significant business or professional experience. And shall have demonstrated an understanding of one or more industries particularly relevant to the business of the Company.
  - (iv) The nominee shall have sufficient time and availability to devote to the affairs of the Company, including attendance at all meetings of the Board of Directors and the committees on which a nominee may serve. In particular, the R&A Committee may consider the geographic location of a candidate and the time demands and constraints of his or her present employment or other commitments.
  - (v) To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of attending and actively contributing at board meetings and working well with the other directors.
  - (vi) Any nominee holding more than 6 directorships (excluding subsidiaries and other exemptions) should hold a Fiduciary Licence in Guernsey.
  - (vii) All checks undertaken by the R&A Committee in connection with the nominee's character, experience, education, and criminal and bankruptcy history are satisfactory.

2. In addition to the minimum qualifications for each nominee set forth above, the R&A Committee shall recommend that the Board select persons for nomination to help ensure that:
  - (i) A minimum of one third of the Board shall be "independent" in accordance with applicable standards promulgated by the NZX or any exchange upon which securities of the Company are traded, and any governmental or regulatory body exercising authority over the Company.
  - (ii) Each of its Audit, Risk Committees shall be comprised in the majority of independent directors.
  - (iii) At least one member of the Audit Committee shall have the appropriate accounting or financial background.
3. Finally, in addition to any other standards the R&A Committee may deem appropriate from time to time for the overall structure and composition of the Board, the R&A Committee may consider the following factors when selecting and recommending that the Board select persons for nomination:
  - (i) Whether the nominee has significant executive or other senior management experience, particularly in the industries or markets in which the Company operates.
  - (ii) Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of opinions, perspectives, personal and professional experiences and backgrounds and other differentiating characteristics.
  - (iii) Whether the nominee has experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
  - (iv) The extent of the nominee's general understanding of elements relevant to the success of a publicly-traded company.

#### C. REMOVAL OF A DIRECTOR

Directors of the Company may be removed from office by ordinary resolution of the shareholders.

#### D. DIRECTORS' RETIREMENT BY ROTATION

One third of the directors of the Company (or the number which is nearest to one third) must retire from office at the annual meeting of the Company each year. This is in addition to the Board appointed directors who must retire at the annual meeting following appointment. The directors to retire will be those who have been longest in office since their last appointment; however one executive director may be excluded from the requirement to retire by rotation.