



## **EASTERN PLATINUM LIMITED**

### **CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER**

#### **1. Purpose and Mandate of the Committee**

1.1 This Charter sets out the authority and responsibilities of the Corporate Governance and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Eastern Platinum Limited (the “**Company**”).

1.2 The primary function of the Committee is to assist the Board in fulfilling its responsibilities with respect to corporate governance and executive compensation issues and making recommendations to the Board with respect thereto as appropriate.

1.3 In particular, with respect to corporate governance matters, the Committee is responsible for, among other things:

- developing and overseeing the Board's overall approach to corporate governance and its governance practices and principles;
- identifying and recommending to the Board qualified individuals to be nominated for election or appointment to the Board;
- developing and overseeing a process for the review of the performance of the Board and its directors; and
- developing and overseeing the director orientation and continuing education initiatives.

1.4 With respect to executive compensation matters, the Committee is responsible for, among other things:

- assisting the Board in establishing and reviewing the compensation of the executive officers of the Company;
- reviewing and approving the corporate goals and objectives for the Company's Chief Executive Officer and other members of the Senior Management Group (as defined below) and monitoring and evaluating their performance;
- overseeing the evaluation of the performance of the Company's other executive officers;
- overseeing and monitoring the Company's human resources and compensation philosophy, plans, policies guidelines and programs; and
- reviewing the adequacy and form of compensation for the non-executive directors of the Company.

#### **2. Committee Membership**

2.1 *Number of Members.* The Committee shall consist of not fewer than three directors.

- 2.2 *Appointment of Members.* Members of the Committee will be appointed by the Board, after considering the recommendation of the Committee. The Board may at any time and from time to time terminate the appointment of any member, change the membership or appoint additional members to the Committee to fill any vacancy or to increase the size of the Committee, after considering the recommendation of the Committee.
- 2.3 *Resignation and Removal of Members.* Members of the Committee hold office until the earliest of their ceasing to be a director or their resignation or removal from the Committee.
- 2.4 *Qualifications of the Committee Members.*
- (a) All members of the Committee must: (i) have no material relationship with the Company and be “independent” within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices, as adopted and amended from time to time by the Canadian securities regulatory authorities.
  - (b) Each director proposed for nomination to the Committee shall provide such information or other records of their education, experience and qualifications to allow the Board to assess whether the director satisfies the qualifications for membership on the Committee.
- 2.5 *Consequences of Committee Failing to Satisfy Requirements.* In the event the Committee, for any reasons, ceases to satisfy the requirements of Sections 2.1 or 2.4, the Board shall as soon as practicable reconstitute the Committee to satisfy those requirements and until such time, the Committee shall not exercise any of the power or authority contemplated herein.
- 2.6 *Member’s Role with other Issuers.* In the event a member of the Committee is or becomes a senior officer or a director of another issuer or any committee thereof, the Board shall consider whether any such appointment would interfere with the ability of the member to effectively carry out their duties as a member of this Committee and if so take such steps as the Board may consider appropriate.
- 2.7 *Director’s Fees, Compensation and Expenses.* Members of the Committee will be entitled to receive such fees, retainers or other payments for acting as Committee members and to reimbursement for their reasonable communications, travel and accommodation expenses for their attendance at or participation in meetings of the Committee as the Board may from time to time determine. Members of the Committee may not receive any compensation from the Company (whether as an employee, contractor consultant or otherwise), except for remuneration for their Board or Committee service.

### **3. Committee Structure, Operations and Reporting**

- 3.1 *Chair.* The Board, after considering the recommendation of the Committee, will appoint a member of the Committee to be the Chair of the Committee. The Chair shall carry out such duties and responsibilities as are prescribed by the Board from time to time.

- 3.2 *Meetings.* The Committee shall meet for the conduct of its business, adjourn and otherwise govern itself as it thinks proper to carry out its duties and responsibilities, subject to the terms of this Charter and applicable law. The Committee will meet at least semi-annually at the call of the Chair of the Committee.
- 3.3 *Absence of Chair.* Should the Chair not attend any meeting or portion of any meeting, the members then in attendance shall designate another member of the Committee to act as chair of that meeting or portion of the meeting.
- 3.4 *Secretary.* The Chair at each meeting of the Committee will designate a person to act as secretary or recording secretary of the meeting (who need not be a member of the Committee or the Company's Corporate Secretary) to keep minutes at that meeting.
- 3.5 *Calling Meetings.* Meetings of the Committee may be called:
- (a) by or on behalf of the Chair or by any member of the Committee; or
  - (b) by or on behalf of the Chief Executive Officer or Chair of the Board of the Company.
- 3.6 *Notice of Meetings.*
- (a) Notice of the place, day and time of meetings of the Committee shall be given by the person calling the meeting to each member of the Committee not less than 48 hours before the time the meeting is to be held, unless all of the members consent to a shorter period or waive notice of any meeting.
  - (b) Notice of any meeting may be given orally, in person or by telephone or in writing and delivered by physical delivery, by facsimile to such number or by e-mail to such address as provided by the member for such use and notice will be deemed to have been given on the date and time on which it was so given or delivered.
  - (c) The Committee may establish a fixed place, day or time or schedule for the holding of meetings, in which case no further notice of any meeting to be held at such place or time or schedule need be given to any Committee member in advance of any previously scheduled meeting.
  - (d) No notice is required to be given for a meeting of the Committee immediately following the annual general meeting of the shareholders of the Company.
  - (e) Unless a director attends solely for the purposes of objecting to the calling of or the business to be conducted at a meeting, a director who participates in a meeting will be deemed to have acknowledged or waived notice of and have agreed to participate in the meeting.
  - (f) Notice of any meeting will include an agenda or summary of the items of business to be dealt with at the meeting.

- 3.7 *Place or Means of Holding Meetings.* Meetings will be held at the time and at such place and by such means as the person calling the meeting may so determine, including meeting in person, by telephone, video-conference or other communications medium or by any combination of the foregoing, provided all of the directors participating in the meeting, whether in person or by other means are able to communicate with each other and all of the directors who wish to participate in the meeting agree to such participation. Unless a director attends solely for the purposes of objecting to the means by which a meeting will be conducted, a director who participates in a meeting in a manner contemplated herein will be deemed for all purposes to be present at the meeting and to have agreed to participate in that manner.
- 3.8 *Information for Meetings.* The person calling a meeting of the Committee will, to the extent possible, provide such information or other documents along with the notice of or in advance of any meeting in order to permit the members to understand the purposes for which the meeting has been called and if necessary to permit the members to form a reasoned decision on the matters to be considered.
- 3.9 *Access to and Inspection of Records.* The members of the Committee shall have the right to inspect and make copies, extracts or summaries of any relevant records of the Company and its subsidiaries or to request such information or assistance from the officers, employees and advisors of the Company and its subsidiaries, as the Committee may consider necessary in order to carry out its duties and responsibilities and such persons shall be directed to cooperate with and provide such records or information as requested.
- 3.10 *Officers and Others Required Attendance at Committee Meetings.* If requested to do so by the Chair of the Committee or the person calling a meeting of the Committee, the Chair of the Board, any other director of the Company, the Chief Executive Officer, Chief Financial Officer and any other officer or employee of the Company or any of its subsidiaries shall attend as a non-voting observer or attendee of a meeting of the Committee or any portion thereof at which their attendance is required, provided that for greater certainty, such persons shall not otherwise have the right to attend any meeting or subsequent meeting of the Committee.
- 3.11 *Other Participants Permitted Attendance at Committee Meetings.* The Committee may consent to the attendance of any other person invited by a member of the Committee to attend at a meeting of the Committee as a non-voting observer or attendee, including the attendance of any officer or employee of the Company or any of its subsidiaries, any professional advisor or consultant to the Company, the Committee or any member thereof, provided that for greater certainty such persons shall not have the right to attend any meeting or subsequent meeting of the Committee.
- 3.12 *Quorum.* A majority of the members of the Committee constitutes a quorum of the Committee, and notwithstanding any vacancy on the Committee, a quorum of the Committee may exercise all of the powers and authority of the Committee. If the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute quorum. Where a quorum for a meeting is established at the

commencement of the meeting but is subsequently lost, the meeting will be adjourned or terminated and no further business conducted at that meeting.

- 3.13 *Majority Vote Governs.* Any resolution of the Committee will be decided by a majority vote of the Committee members entitled to vote on that matter, where each member attending or participating in a meeting of the Committee is entitled to one vote unless they are required to abstain from voting under applicable law. In the event of an equality of votes, the Chair will not have a second or casting vote.
- 3.14 *Consent Resolutions in Writing in Lieu of a Meeting.* The powers of the Committee may be exercised by resolution in writing signed by all members of the Committee who would be entitled to vote on that resolution at a meeting of the Committee.
- 3.15 *Minutes and Other Records.* The Committee shall keep or cause to be kept the minutes and other records of its activities in which shall be recorded all actions, decisions and resolutions taken by the Committee.
- 3.16 *Reports of the Committee.*
- (a) The Committee Chair will from time to time or at the request of the Board report to the Board regarding the Committee's activities and will provide or cause to be provided copies of the minutes or other resolutions of the Committee to the Company's Corporate Secretary.
  - (b) The Committee will be entitled to determine the content, manner and timing of any report on its activities or of the minutes or records to be provided and in doing so may take such steps as the Committee may consider necessary to preserve any confidentiality or privilege over any of its records or deliberations.
- 3.17 *Attendance at Meetings of Shareholders.* The Chair of the Committee or another designated member of the Committee shall attend any annual meetings of shareholders of the Company and, if required, be available to respond to questions regarding the activities of the Committee.
- 3.18 *Delegation.* The Committee may from time to time authorize and delegate to a subcommittee of its members (including a single member) such of its duties and responsibilities as the Committee may from time to time determine provided that the Committee shall not delegate any power or authority which must by law be exercised by the Committee as a whole.
- 3.19 *Execution of Instruments.* The Committee may from time to time authorize any member of the Committee, or any officer or other director of the Company, to certify, or execute and deliver, all such statements, forms, instruments, certificates, notices, acknowledgements and other documents, and to do all such acts and things as the Committee may consider necessary or desirable in connection with the discharge of the duties and responsibilities of the Committee.

3.20 *General Power and Authority.* The Committee will have such power and authority as required by applicable law or as otherwise necessary to assist the Board in fulfilling its oversight responsibilities and to carry out the duties and responsibilities imposed or delegated to the Committee under this Charter.

#### **4. Duties and Responsibilities of the Committee with respect to Compensation Matters**

4.1 *Executive and Director Compensation matters.* The Committee shall have authority to approve or make recommendations to the Board in relation to the recruitment, appointment, evaluation, remuneration and, where appropriate, the replacement or removal of the senior management of the Company, including:

- (a) *General Authority.* Reviewing, overseeing and monitoring the Company’s human resources and executive compensation philosophy, plans, policies, programs, guidelines and practices, with a view to:
  - i. fostering executive and employee development and productivity and promoting the Company’s success and overall strategic goals and objectives;
  - ii. assisting the Company in effectively attracting, rewarding and retaining key executive and employees;
  - iii. seeking to align the Company’s executive compensation plans and practices with the Company’s short and longer-term strategic, operational and financial objectives; and
  - iv. providing competitive, total compensation opportunities to the company’s executives on a fair, reasonable and cost-effective basis;
- (b) *Senior Management Group Employment and Compensation Matters.* Reviewing and making recommendations to the Board with respect to the recruitment, appointment, succession and termination of the Chief Executive Officer and all other officers that report to the Chief Executive Officer (including the Chief Financial Officer and the Vice President, South African Operations **[NTD: any others?][Please confirm if you want the Board to decide matters with respect to the CEO only or also other officers or whether the CEO decides matters with respect to his/her direct reports, with input from the Committee]**) and any other senior employees of the Company of its subsidiaries designated for this purpose by the Committee from time to time (the Chief Executive Officer and this group being referred to herein as the “**Senior Management**”).
- (c) *Oversight of Human Resources Policies* – In consultation with the Chief Executive Officer, overseeing and monitoring the Company’s overall human resources policies, practices and programs, including hiring, executive selection, training, promotion, development and continuity, evaluation and performance management,

succession and retirement planning, employee relations, performance and skills evaluation and wellness programs.

- (d) *CEO Compensation.* Review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of such goals and objectives and make recommendations to the Board with respect to the Chief Executive Officer's compensation (including benefits and other perquisites) based on this evaluation.
- (e) *Senior Management Compensation Criteria.* Reviewing, overseeing and monitoring the compensation plans and programs for Senior Management, the design, structure and competitiveness of those plans, the adequacy, suitability and form of the total compensation of the Senior Management and making recommendations to the Board or the Chief Executive Officer, as appropriate, for the adoption, amendment or change to any such plans or programs.
- (f) *Other Senior Management Compensation.* Together with the Chief Executive Officer, review the corporate goals and objectives relevant to the other members of Senior Management and make recommendations to the Board with respect to such goals and objectives, reviewing and overseeing the assessments, recommendations and decisions of the Chief Executive Officer concerning the performance and compensation of other Senior Management and, when appropriate, approving such assessments, recommendations and decisions or reporting to the Board thereon.
- (g) *Employment and Other Agreements.* Reviewing and approving or making recommendations to the Board with respect to any employment, severance, retirement or change of control agreements proposed to be entered into with any member of the Senior Management.
- (h) *Administration of Incentive Plans.* Subject to any specific directions of the Board, authorizing, approving, adopting and overseeing the Company's incentive compensation or benefit plans or arrangements, including any stock option plan, stock options, share compensation plans, share purchase plans, pension, retirement, deferred compensation, savings and profit sharing plans or other similar arrangements ("Plans") relating to the compensation or benefits of employees of the Company including (i) determining employees eligible to participate under any such Plan; (ii) approving, authorizing, making or granting any awards, options, rights, participation, interests or grants thereunder and determine or approve the terms thereof; (iii) establishing or determining rules, regulations and guidelines relating to such Plans; (iv) authorizing and approving alterations, changes, amendments, modifications or waivers to any such Plan or any such awards, options, rights, participation, interests or grants thereunder; and (viii) administering and interpreting such Plans, and (ix) taking all such action which the Committee, in its discretion, considers necessary or desirable in relation to such Plans as appropriate or as directed by the Board.

- (i) *Director Compensation Plans.* Reviewing the compensation and expense reimbursement policies and plans with respect to the non-executive members of the Board and making recommendations to the Board as appropriate.
- (j) *Compensation Disclosure.* Preparing or causing to be prepared and reviewing any proposed disclosure relating to the Company's executive and director compensation, including the Statement of Executive Compensation required to be included in any Information Circular disseminated by the Company in connection with the election of directors.
- (k) *Risk Management and Compensation.* Considering and making recommendations to the Board with respect to any risks associated with the Company's executive compensation plans, policies and practices, including recommendations to implement practices to identify and mitigate compensation policies and practices that may be reasonably likely to have a material adverse effect on the Company or that could encourage Senior Management to take inappropriate or excessive risks.
- (l) *Compliance.* In consultation with Senior Management, reviewing and monitoring the Company's compliance with applicable laws, regulations, rules and policies of governmental bodies and stock exchanges having jurisdiction over the Company with respect to employment and compensation matters and management of human resources.
- (m) *Other Compensation Related matters.* Undertaking such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.

## **5. Duties and Responsibilities of the Committee with respect to Corporate Governance Matters**

- 5.1 *Corporate Governance matters.* The Committee shall have authority to approve or make recommendations to the Board in relation to the Company's overall corporate governance practices, including:
  - (a) *General Authority.* Developing, maintaining, monitoring and updating, as may be required, the Company's overall corporate governance policies and practices including the mandate and responsibility of the Board as a whole, the committee structure of the Board, the mandate and duties of Senior Management and the Company's management delegation policies and practices.
  - (b) *Strategic Plan.* Monitoring and overseeing the adoption by the Board of a strategic plan, the Company's process for the review and approval by the Board of that strategic plan and, together with the Audit committee and Risk Committees of the Board, a process to identify the principal risks of the Company's business and overseeing the implementation of appropriate systems to manage those risks.



- (c) *Governance Principles and Guidelines.* Developing and recommending to the Board as the Committee sees fit a set of corporate governance principles, guidelines or policies applicable to the Company (and which may include policies or guidelines with respect to Confidentiality, Securities Trading and Reporting, Corporate Disclosure, Business Conduct and Ethics, Diversity, Political Activities, Anti-Corruption, Majority Voting Policy, Advance Notice Policy or other such policies or guidelines relating to corporate governance matters as the Committee may consider or recommend), reviewing such governance principles, guidelines and policies at least annually and preparing a report to the Board thereon including any recommendation for any proposed changes to those principles or policies.
- (d) *Specific Board and Company Governance Policies.* Reviewing and making recommendations to the Board with respect to the adoption of or any significant changes to any governance principal, guidelines or policies proposed or adopted by the Company.
- (e) *Board Mandate, Size and Composition.* At least annually, reviewing and assessing the mandate, size and composition of the Board as a whole, with a view to facilitating more effective decision-making in light of the opportunities and risks facing the Company, existing corporate governance trends or requirements, the expectations of the Board regarding the contribution and commitment of the members of the Board and its committees and will make recommendations to the Board with respect to the mandate, size or composition of the Board.
- (f) *Director Independence.* Developing and recommending to the Board criteria to assess the independence of directors or of any material relationships between a director and the Company or any business or other relationships which could, or could reasonably be perceived to, materially interfere with a director's ability to act independently with a view to the best interests of the Company.
- (g) *Committee Structure.* Periodically reviewing and making recommendations to the Board regarding the Board's committee structure, composition and responsibilities, the procedure for appointment and removal of committee members, the qualifications of committee members, and any changes in the Company's Board committee structure, as the Committee may consider necessary or desirable from time to time in order to address legal, ethical or other matters, issues or transactions that may from time to time arise;
- (h) *Committee Composition.* Consulting with the members of the Board, its other committees and with management to identify directors to consider for appointment to each of the committees of the Board and recommending to the Board for its approval, individuals for appointment to each committee and of a member thereof to serve as a Chair of each committee, considering such factors as the Board has specified with respect to the composition of such committees, the duties and responsibilities of the Chair of any committee and otherwise as the Committee considers appropriate.

- (i) *Board, Committee, Chair and Director Assessments.* Establishing, implementing and executing procedures to evaluate the independence, performance and effectiveness of the Board as a whole, the committees of the Board, the individual directors, the Chair of the Board and the Chair of each committee of the Board and reviewing the results of such assessments with the Board and its members on an at least an annual basis.
- (j) *Review of Board and Committee Mandates and Position Descriptions.* Reviewing at least annually the charters or mandates of the Board and of the standing committees of the Board and any position descriptions developed for the Chair of the Board or Chair of any committee or of any member of Senior Management, and in consultation with the respective committees or director, making recommendations to the Board, as considered appropriate, with respect to such charters, mandates or position descriptions.
- (k) *Internal Communications.* Overseeing and making recommendations to the Board regarding administration of the relationship between the Board and its committees and management and reviewing, assessing and making recommendations to the Board regarding the Company's structures, procedures and processes designed to facilitate and ensure that the Board can function independently of management, and the division of responsibilities between the Board, its committees and management.
- (l) *Governance Disclosure.* Preparing or causing to be prepared and reviewing any proposed disclosure relating to the Company's corporate governance principles, policies and practices required to be included in any Information Circular disseminated by the Company in connection with the election of directors.
- (m) *Director Compensation Plans.* Periodically reviewing the corporate governance implications of the compensation policies and practices with respect to the non-executive directors and making recommendations to the Board with respect thereto.
- (n) *Engagement of Advisors by Directors.* Considering and, if appropriate, approving any request by any individual director wishing to engage any outside professional advisor, at the Company's expense, to advise or assist that director with respect to his duties or responsibilities as a director of the Company.
- (o) *Disclosure Policy.* Reviewing and recommending for approval by the Board, communication and disclosure policies for the Company to address compliance with the Company's continuous and timely disclosure obligations under applicable law, including interacting with shareholders, regulatory authorities, analysts, stakeholders and the public and procedures for monitoring compliance with any such policy.
- (p) *Corporate Preparedness.* Reviewing periodically the corporate governance implications of Company's corporate preparedness plans, including its emergency preparedness in the event of business disruption, the death, disability or retirement of a member of Senior Management or events arising under other agreements or

arrangements with respect to any prospective change of control transaction such as a take-over bid, significant reorganization transaction or dissident proxy solicitation, among other things.

- (q) *Shareholder Proposals.* Together with Senior Management of the Company, reviewing and evaluating any shareholder proposal submitted under applicable laws for inclusion in the Company's Information Circular for any meeting of the shareholders of the Company and making recommendations to the Board as to any such shareholder proposal.
- (r) *Related Party Transactions.* If requested by the Board, reviewing, authorizing and approving any related party transactions between the Company and any one or more of its directors or Senior Management or any other person who would be considered a related party of the Company under applicable law.
- (s) *Director Orientation and Continuing Education.* Reviewing, monitoring and making recommendations to the Board concerning any director orientation or continuing education programs including, as appropriate, initial and ongoing education concerning the Company's business and corporate governance practices and any formal educational opportunities to be made available by the Company to its directors.
- (t) *Compliance.* In consultation with Senior Management of the Company, monitoring developments in the area of corporate governance and board practices and trends and advising or making recommendations to the Board accordingly and reviewing and monitoring the Company's compliance with prevailing laws, regulations, rules and policies of governmental bodies and stock exchanges having jurisdiction over the Company with respect to corporate governance matters.
- (u) *Indemnity and Insurance.* Reviewing and making recommendations to the Board with respect to indemnification and insurance arrangement for the directors and officers of the Company and its subsidiaries or any determinations required to be made by the Company under any such arrangements.
- (v) *Other Governance Related matters.* Undertaking such other initiatives as the Committee may consider necessary or desirable or as may be delegated by the Board to the Committee to assist the Board in discharging its responsibility to ensure that appropriate corporate governance policies and practices are in place and operating effectively.

## **6. Duties and Responsibilities of the Committee with respect to the Nomination of Directors**

- 6.1 *Nomination of directors.* The Committee shall approve and make recommendations to the Board in relation to the identification, selection and nomination for election or appointment of the directors of the Company, including:

- (a) *Recommendation of Prospective Candidates.* In consultation with the Board Chair, recommending to the Board suitable candidates to propose for election at the next annual meeting of shareholders or for appointment as additional director or to fill any vacancies that may exist on the Board from time to time, including a consideration of:
- i. any applicable regulatory or other requirements imposed by the Board with respect to the composition of the Board and of its standing committees, including the independence or financial literacy of any prospective director;
  - ii. the overall size and composition of the Board and the skills, experience and qualities needed by the Board as a whole in the near term and in view of any longer-term succession plans;
  - iii. the skills, experience and personal qualities of the existing directors, any director proposed for re-election or any prospective candidate for nomination; and
  - iv. the willingness and availability of any prospective candidate to devote sufficient time and resources required as a Board member.
- (b) *Committee may Consider Diversity Objectives.* In identifying and recommending prospective candidates for nomination, election or re-election, the Committee may take into consideration such other factors as it deems appropriate and in addition to the matters discussed in paragraph (a) above may give due consideration given to achieving or maintaining a reasonable diversity of gender, age, term of service, race, ethnicity, geographical origin and cultural background of the Board as a whole and other factors as the Committee sees fit in its discretion.
- (c) *Recruitment Procedures.* Determining such practices and procedures for the identifying prospective director nominees (whether identified by the Committee members themselves, referrals from the other directors or Senior Management or the engagement of a search firm by the Committee), compiling lists of, interviewing, conducting background checks or other verification procedures on, and vetting and recruiting of prospective nominee candidates.
- (d) *Nominations for Re-election.* Reviewing such assessments carried out by the Board or the Committee with respect to the existing members of the Board to assess their suitability for nomination for re-election and recommending to the Board the directors for re-election at each Annual General Meeting of the shareholders of the Company.
- (e) *Advance Notice Policy.* Reviewing and making recommendations to the Board concerning any nominees proposed for election as a director of the Company by any shareholder proponent under the Company's Advance Notice Policy.

- (f) *Majority Voting Policy.* Reviewing and making recommendation to the Board concerning the Company's Majority Voting Policy including any procedures recommended for evaluating the outcome of any election of directors, any resignation submitted by a director under that policy or any changes recommended with respect to that policy or any practice thereunder.

## **7. Committee Resources and Outside Advisors**

### *7.1 Access to Resources and Personnel.*

- (a) The Company shall provide the Committee with such resources as may be necessary for the Committee to discharge its responsibilities hereunder without any further requirement for approval of the Board.
- (b) The Committee may request and the Company shall use its best efforts to cause any of its or its subsidiaries directors, officers, employees, accountants, controller, external legal, financial or other professional advisors, or other contractors or consultants, to provide such information or assistance, attend any meeting of the Committee or to meet with any members of, or advisors to, the Committee as the Committee may reasonably request to carry out its duties and responsibilities.

*7.2 Advisors to the Committee.* The Committee may, without the prior approval or consent of the Board, conduct or authorize such investigations into or studies of matters within the scope of the authority and responsibilities of the Committee on such terms and conditions as the Committee may so determine, including as to the confidentiality of such investigations or studies or to preserve any privilege over any advice received. The Committee shall have the authority to retain such consultants, legal counsel and other advisors of the Committee's choice and at the Company's expense, as the Committee may consider necessary to assist it in carrying out its duties and responsibilities. Any such advisor may be any of the firms or persons who presently or in the past have represented the Company. The Company shall pay all fees and disbursements of any person or firm retained by the Committee.

## **8. Committee Evaluations**

- (a) *Committee Review.* The effectiveness of the Committee and its members in carrying out their duties and responsibilities will be assessed, not less frequently than annually, in accordance with such procedures as developed by the Committee and the results of that assessment will be reported to the Board.
- (b) *Review of Charter.* The Committee shall review and assess the adequacy of this Charter on a regular basis and consider whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall compile and report such review and assessment and, where appropriate, make recommendations to the Board for the alteration, modification or amendment of this Charter.

- (c) *Amendments of Charter.* This Charter may, at any time, and from time to time, be altered, modified or amended in such manner as may be approved by the Board.

Effective Date:           September 21, 2017