

# **NOMINATION COMMITTEE CHARTER**

**Caledonia Mining Corporation Plc**

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## **1. Mandate**

The Nomination Committee (the “Committee”) of Caledonia Mining Corporation Plc (“Caledonia” or the “Corporation”) has adopted this charter (“Charter”). The Committee shall review and reassess this document every 2 years or sooner if significant changes occurred and recommend any proposed changes to the board of directors of Caledonia (the “Board”) for approval. Meetings of the Committee are conducted when required and its operating duties are described below.

## **2. Purpose**

The Board has established a Committee whose purpose is to seek and nominate qualified candidates for election or appointment to the Corporation’s Board and Board committees.

## **3. Composition**

- 3.1 The Committee shall comprise of the chairperson of the Board, the Chief Executive Officer and at least three non-executive directors appointed by the Board.
- 3.2 The majority of its members shall be non-executive directors who are deemed by the Board to be independent of management.
- 3.3 The chairperson of the Board shall chair the Committee except when it is dealing with the appointment of a successor as chairperson then a senior independent director shall chair the Committee.
- 3.4 No person other than the members of the Committee are entitled to be present at meetings, unless all members of the Committee agree to it.

## **4. Membership**

- 4.1 The members of the Committee will be appointed or replaced by and serve at the discretion of the Board.
- 4.2 The Company Secretary will serve as the Committee’s secretary.
- 4.3 The members of the Committee as a whole must have sufficient qualifications and experience to fulfill their duties.

## **5. Attendance at Meetings**

- 5.1 Meetings of the Committee will be held at least annually or at the invitation of the chairperson of the Committee, chairperson of the Board, Chief Executive Officer or a Committee member and prior to the Corporation’s annual preparation of its proxy statement to shareholders for its annual general meeting.
- 5.2 The Committee will recommend qualified candidates for election to the Board to be elected at the annual general meeting.

## **6. Written Resolution**

- 6.1 In the event that a resolution is to be passed by way of written consent rather than a meeting of the Committee, a brief summary of the background and purpose of the resolution will be provided to the members in writing.
- 6.2 The resolution must be signed by all the members of the Committee then in office, or available, to be effective.
- 6.3 The resolution shall be as valid as if it had been passed at a meeting of the Committee duly convened and held and may be contained in one or more documents each signed by one or more of the members of the Committee. Any such document(s) may be constituted by letter or in electronic form or otherwise as the Committee may time to time approve.

## **7. Quorum**

A quorum at any Committee meeting shall be a majority of members of the Committee present in person or by conference call, all of whom shall be independent non-executive directors. The Company Secretary shall be in attendance at meetings. No business shall be transacted at any Committee meeting unless the requisite quorum is present.

## **8. Roles and Responsibilities**

- 8.1 The responsibilities of the Committee shall include:
  - developing a pool of potential director candidates for consideration in the event of a vacancy on the Board including nominees recommended by shareholders. Shareholders may contact the Committee chairperson, the chairperson of the Board and/or the Company Secretary to propose a nominee. This correspondence should include a detailed description of the proposed nominee's qualifications and a method to contact that nominee if the Committee so chooses.
  - recommending to the Board a suitable candidate for appointment as the Company Secretary.
  - following the guidelines and criteria for the screening of director candidates as outlined in the nomination and appointment and selection guidance below.
- 8.2 The Committee should consider candidate nomination and appointment requirements, such as:
  - obtaining highly qualified candidates to serve as members of the Board;
  - seeking candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Corporation's management in the best interests of its shareholders, customers, employees, communities it serves and other affected parties;

- obtaining candidates that must be willing to regularly attend committee and Board meetings, to participate in Board development programs, to develop a strong understanding of the Corporation, its businesses and its requirements, to contribute his or her time and knowledge to the Corporation and to be prepared to exercise his or her duties with skill and care; and
- identifying candidates that have an understanding of all governance concepts and the legal duties of a director in the jurisdictions the Corporation operates in or are bound by.

### 8.3 The Committee should identify and recommend director nominees by:

- periodically reviewing the appropriateness of the structure, size and composition of the Board;
- actively seeking and identifying individuals qualified to become Board members, consistent with the Board's needs and criteria approved by the Board. The Committee shall consider individuals proposed by various sources, possibly including a search firm. As part of this responsibility, the Committee shall be responsible for overseeing the evaluation of the background and qualifications of any candidate for the Board and such candidate's compliance with the independence standards and other applicable qualifications;
- determining whether to approve a director's request to join the board of any other public corporation;
- annually reviewing committee assignments and the chairperson's position, and recommend the appointment of committee members;
- annually recommend the appointment of the chairperson of the Board;
- developing a formal induction programme for new directors of the Corporation together with the Company Secretary;
- overseeing access by directors to external continuing professional development programmes for directors;
- recommending to the Board the removal of directors; and
- ensuring that directors receive regular briefings on changes in risk, laws and the environment in which the Corporation and its subsidiary entities operate in.

### 8.4 The following describes the typical selection process:

- names of candidates for election to the Board will be solicited by the Committee from sources deemed reasonable by the Committee. At the sole discretion of the Committee, a third party consultant may be engaged at an appropriate fee to help identify and evaluate candidates for membership of the Board;

- candidates viewed by the Committee as potentially qualified will be contacted to determine interest in being considered to serve on the Board and, if interested, will be interviewed;
- qualified candidates will be contacted in order of preference. If the candidate accepts, appropriate background checks will be conducted. If successful, the Committee will make a formal recommendation to the Board. If approved, the Board will either appoint the candidate or recommend the appointment to shareholders in general meeting and, in any case, shall instruct the Company Secretary to include the candidate's name in the Corporation's notice of annual general meeting of the shareholders at an appropriate time; and
- the Company Secretary, with the assistance of counsel if deemed appropriate, will begin the candidate orientation process at an appropriate time.

8.5 In terms of succession planning, in such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

- ensure that a proper succession planning process is in place to select a chairperson of the Board, and assure that such process is effectively administered;
- assure that there is appropriate emergency CEO succession and continuity planning;
- assure that there is appropriate succession planning for key executives to promote continuity in senior management and recommend to the Board succession planning of key executives. The Committee shall annually review the management succession plan; and
- the Committee shall receive periodic reports regarding the evaluation of senior management and the results of the Corporation's talent planning processes.

## **9 Requirements and Appointment of the Company Secretary**

- 9.1 The Board should be assisted by a competent, suitably qualified and experienced company secretary (the "Company Secretary").
- 9.2 The Company Secretary must have the requisite knowledge and experience in the relevant laws in the jurisdiction the Corporation operates in.
- 9.3 The Company Secretary should not be a director of the Company.
- 9.4 The Company Secretary should assist the Committee to ensure that the procedure for the appointment of directors is properly carried out.
- 9.5 The Company Secretary should assist in the proper induction, orientation, ongoing training and education of directors, including assessing the specific training needs of directors and executives in their fiduciary and other governance responsibilities.
- 9.6 The Company Secretary should ensure that the Board and Board committee charters and terms of reference are kept up to date.

## **10 Governance/Authority**

10.1 The Board shall retain the authority to reverse or vary any decision of the Committee.

10.2 The Committee has the authority to engage independent legal or other advisors or consultants.

## **11 Reporting Requirements**

11.1 The Committee shall provide the Board with a report of the Committee's activities and proceedings, as appropriate.

11.2 The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board, by the Company Secretary.

11.3 The majority of the Committee members constitute a quorum.

11.4 In the absence of the Committee chairperson, the members present shall appoint a chairperson from amongst the members present at the meeting.

11.5 The Committee must provide the following information in the annual integrated report:

- a summary of the role of the Committee;
- a statement on whether or not the Committee has adopted formal terms of reference that have been approved by the Board and, if so, whether the Committee is satisfied that it carried out its responsibilities for the period reported on;
- the names of all members of the Committee during the period reported on and the period for which they served on the Committee; and
- the number of meetings the Committee held during the period reported on and Committee members' attendance at these meetings.

## **12 Confidentiality**

All information in whatever form and howsoever obtained by members of the Committee in the course of serving as members of the Committee ("Confidential Information") must be kept confidential and members of the Committee must not disclose any of the Confidential Information within their knowledge or possession in any manner to any person, company or other entity, other than as allowed by the disclosure policy.

## **13 Amendments to the Charter**

This Charter may be amended as necessary from time to time with the authority of the Board and subject to Board approval.

## **14 Evaluation**

The Committee will also on an annual basis assist with recommendations to the Corporate Governance Committee in its evaluation of the Board, its committees and individual directors in so far it affects its responsibilities set out in section 8.

**15 Charter Enforcement**

Any employee, director or officer found to have violated the Charter may be subject to disciplinary action, up to and including termination of employment in accordance with the Corporation’s disciplinary policy.

**16 Document Control**

**Version**

**Date**

**Status**

**Author**

***Version Control***

<b>Date</b>	<b>Revision #</b>	<b>Description of Change</b>	<b>Author</b>
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## **17 Charter Approval**

This Charter document will be assessed and, if needed, updated every 2 years or sooner if any significant changes have occurred and notification of revisions to this Charter will be communicated to users. A copy of this document will be available from all of Caledonia's offices and at [www.caledoniamining.com](http://www.caledoniamining.com)

This Charter supersedes any previous Nomination Committee charters.

Recommended by the Chairperson of the Committee.

Approved by the Chairperson of the Board.

9 March 2017