

PROCEDURE FOR THE REMOVAL OF A GOVERNOR FROM OFFICE

1. ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS
 - 1.1 The Company Secretary & General Counsel will be responsible for monitoring the attendance of governors at formally summoned Board and Committee meetings. If a governor has been absent from meetings of which (s)he is a member for a period of longer than six months without the Governance Committee's agreement, the Company Secretary & General Counsel will immediately notify the CEO and the Chair of the Board.
 - 1.2 The Company Secretary & General Counsel will then write on behalf of the Chair to the governor concerned explaining the position regarding his/her attendance and advising that this could result in the governor's removal from office. The governor should be asked to provide, within seven days, written reasons for his/her non-attendance at meetings.
 - 1.3 The Company Secretary & General Counsel will then discuss the matter with the Chair and the CEO. The Chair shall decide, in consultation with the Company Secretary & General Counsel, whether or not the matter should be referred to a panel of governors convened to consider the issue ('the panel'). If panel considers that there may be grounds for the removal of the governor from office, they shall instruct the Company Secretary & General Counsel to convene a special meeting of the Board to consider whether the governor should be removed from office.
2. INABILITY OR UNFITNESS
 - 2.1 Any question, regardless of its source, as to whether or not a governor may be unable or unfit to discharge the functions of a governor (including a potential breach of terms and conditions of appointment or an unsatisfactory appraisal outcome) must be referred to the Company Secretary & General Counsel.
 - 2.2 When such a question is brought to the attention of the Company Secretary & General Counsel (s)he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, (s)he will decide, in consultation with the Company Secretary & General Counsel, whether or not further investigation is necessary and, if so, how this should be carried out.
 - 2.3 The Chair will decide, in consultation with the CEO and the Company Secretary & General Counsel, whether or not the matter should be referred to a panel of governors convened to consider the issue ('the panel'). If panel considers that there may be grounds for the removal of the governor from office, they shall instruct the Company Secretary & General Counsel to convene a special meeting of the Board to consider whether the governor should be removed from office.
 - 2.4 *The Chair may at any time during the procedure determine that it is the best interests of the Corporation for the governor concerned to be suspended from the Board (including any committees of the Board or subsidiary Boards) pending the outcome of the matter at hand. Suspension shall be regarded as a neutral act and shall not be a presumption of guilt or innocence or an indication of any eventual recommendation or decision. Suspension shall not be applied automatically and*

shall be considered on a case by case basis. Suspension shall not impact any payment received by the individual in connection with their role as trustee.

3. MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR

- 3.1 Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Company Secretary & General Counsel giving at least seven days notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor") should be provided with written notification setting out why the Board is considering taking such action.
- 3.2 The meeting shall be attended by members of the Board, the Company Secretary & General Counsel, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice.
- 3.3 The governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 3.4 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.
- 3.5 The Board shall decide whether or not the governor should be removed from office. In either case the Company Secretary & General Counsel shall notify the governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
- 3.6 A governor removed from office shall have no right of appeal against the Board's decision.

4. **REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE**

- 4.1 A person co-opted by the Board to serve as a member of a committee ("the member") may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- 4.2 *The Chair may at any time during the procedure determine that it is the best interests of the Corporation for the co-optee concerned to be suspended from the committees of the Board on which they serve pending the outcome of the matter at hand. Suspension shall be regarded as a neutral act and shall not be a presumption of guilt or innocence or an indication of any eventual recommendation or decision. Suspension shall not be applied automatically and shall be considered on a case by case basis. Suspension shall not impact any payment received by the individual in connection with their role as a co-optee.*
- 4.3 In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- 4.4 The member shall be notified of the time and place of the Board meeting at which the member's removal is to be considered and the member has the right

to provide written representations as to why (s)he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why (s)he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

- 4.5 The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 4.6 A co-opted member removed from membership of a committee shall have no right of appeal against the Board's decision.