

MANGANESE BRONZE HOLDINGS PLC (THE *COMPANY*)

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE (THE *COMMITTEE*) OF THE BOARD OF DIRECTORS OF THE COMPANY (THE *BOARD*)

Adopted by the Board on 15 April 2008

1. CONSTITUTION

- 1.1 The Committee has been established by resolution of the Board in accordance with article 116 of the Company's articles of association and is known as the Nominations Committee.

2. MEMBERSHIP

- 2.1 The Board shall appoint a chairman of the Committee (the ***Committee Chairman***) and up to four further members of the Committee. A majority of the members of the Committee shall be independent non-executive Directors of the Company. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of Committee members remain independent.
- 2.2 Only members of the Committee shall have the right to attend Committee meetings. However, executive directors and other members of management of the Company together with other relevant or expert persons, may attend meetings of the Committee at the invitation of the Committee Chairman and may speak but not vote as members of the Committee.

3. INDEPENDENT EXTERNAL ADVICE

- 3.1 If necessary the Committee may obtain appropriate external advice to assist it in the performance of its duties and invite advisers to attend its meetings. The cost of obtaining any advice or services shall be paid by the Company within the limits as set by the Board from time to time.

4. SECRETARY AND MINUTES

- 4.1 The Committee shall appoint the Company Secretary or another person to act as secretary to the Committee (the ***Committee Secretary***) and all meetings of the Committee will be minuted. Minutes of Committee meetings shall be first approved by the Committee Chairman and the chairman of the Board (the ***Board Chairman***) before being circulated to all members of the Committee. Once agreed by the Committee, minutes shall be circulated to all members of the Board, other than any such members in respect of whom a conflict of interest exists for regulatory or legal reasons in respect of any matter contained in those minutes; in that case a copy of the minutes omitting the relevant text shall be made available to the relevant director.

5. MEETINGS

- 5.1 The Committee shall meet as necessary as the Chairman of the Committee shall require. Meetings of the Committee shall be convened by the Committee Secretary at the request of the Committee Chairman.

- 5.2 Meeting agendas and papers shall be sent to each member of the Committee no less than seven days prior to the meeting.
- 5.3 The quorum for any meeting of the Committee shall be two, both of whom should be independent non-executive Directors.
- 5.4 In the absence of the Committee Chairman and / or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

6. DUTIES

- 6.1 The Committee shall when requested by the Board:
 - (a) review the structure, size and composition of the Board (including the skills, knowledge and experience required of its members compared to its current position and any other succession planning issues) and make recommendations to the Board accordingly of adjustments that are deemed necessary;
 - (b) consider candidates for appointment as either executive or non-executive Directors and recommend appointments to the Board to fill vacancies as well as to plan for succession, in particular to the positions of Board Chairman and of Chief Executive;
 - (c) make recommendations concerning the appointment of a suitable candidate for the role of senior independent director;
 - (d) before an appointment is made and against the background of the Committee's ongoing evaluation of the balance of skills, knowledge and experience on the Board, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee may:
 - (i) consider the use of open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to a position;
 - (e) ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected from them in terms of time commitment, committee service and involvement outside Board meetings;
 - (f) recommend to the Board whether to reappoint a non-executive Director either (a) at the end of their term of office or (b) when put forward for re-election by shareholders under the retirement by rotation provisions of the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

7. REPORTING AND OTHER RESPONSIBILITIES

- 7.1 The Committee Chairman or his nominated replacement shall report on the Committee's proceedings to the meeting of the Board next following a meeting of the Committee.
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- 7.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments to the Board and explain whether external advice or open advertising has been used or not (in respect of the appointments of the Chairman of the Board or non-executive Directors).
- 7.4 The Committee Chairman, or his nominated replacement (who will be a member of the Committee), shall attend each annual general meeting of the Company in order to answer questions from shareholders concerning the Committee's activities.
- 7.5 The Committee should periodically review and update its own terms of reference requesting Board approval for all proposed changes and, at appropriate intervals, evaluate its own performance against its terms of reference and best practice.