

NATIONAL COMMERCIAL BANK JAMAICA LIMITED CORPORATE GOVERNANCE AND NOMINATION COMMITTEE CHARTER

Purpose

The Committee has responsibility for the Corporate Governance of the Bank. Its purpose is to assist the Board in ensuring that its composition, structure, policies and processes meet all relevant legal and regulatory requirements, to strive to achieve global corporate governance best practice standards and to facilitate the Board and management's objective of increasing the long-term value of the Bank.

Membership

The membership of the Committee shall comprise at least three Board members, the majority of whom must be independent directors as defined in the Board's Charter, chosen for their competence and understanding of issues related to corporate governance. The Chair of the Committee shall be appointed by the Board from independent members. Members of the Committee shall be appointed by the Board and shall serve until their resignation or removal.

Authority and Responsibilities

In order to fulfil its purpose, the Committee shall have the following authorities and responsibilities:

The Committee shall, in respect of the structure, composition and functioning of the Board and its Committees:

- ◆ Develop for the Board's approval and annually review the Board's Charter.
- ◆ Review the Charters of the Board and its Committees and other governance documents, and recommend to the Board amendments as deemed necessary or advisable;
- ◆ Oversee the development of appropriate procedures in connection with Board and/or committee governance oversight of key subsidiaries of the Bank;
- ◆ Consider possible conflicts of interests of directors and make relevant proposals to the Board in accordance with the Board's Charter;
- ◆ Review any change in status (including fulfilment of independence requirements) and professional affiliation of current directors and make relevant proposals to the Board in accordance with the Board's Charter;
- ◆ Oversee the development and implementation of a Board induction process for new directors and a programme of continuing director development, as needed;
- ◆ Establish and facilitate an effective process for the annual evaluation of the Board, its committees, Committee Chairs and the Chairman of the Board, which takes into account their respective mandates; and the ongoing assessment of the contribution of individual directors. The Committee shall report to the Board the results of the annual evaluation process and, based on those results, recommend any action plans that the Committee considers appropriate;
- ◆ Recommend to the Board the allocation of Board members to each of the Board committees, and where a vacancy occurs at any time in the membership of any committee, recommend to the Board a member to fill such vacancy;
- ◆ Recommend to the Board the appointment of committee Chairs considering attributes such as independence, competence, dedication and leadership;

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- ◆ Keep abreast of the latest regulatory requirements, trends and guidance in corporate governance and update the Board on corporate governance issues as necessary.

The Committee shall, in respect of the nomination, removal and resignation of directors of the Board:

- ◆ Assess, at least annually, the size and composition of the Board, the competencies and skills that members of the Board and its committees should possess in light of the opportunities and risks facing the Bank, other succession planning considerations and other needs of the Board and its committees and recommend to the Board criteria for the selection of new directors based on these assessments;
- ◆ Assess the competencies and skills of potential candidates for membership on the Board, reviewing their qualifications and considering, among other things, whether each candidate can devote sufficient time and resources to his or her duties as a Board member;
- ◆ Subject to Board approval, engage independent consultants, where appropriate, to help identify candidates who meet the qualifications being sought;
- ◆ Recommend candidates to fill vacancies on the Board that occur between the Annual General Meetings of shareholders;
- ◆ Ensure that the Board and its committees are in compliance with all regulatory composition requirements, including director independence;
- ◆ Recommend the removal of a director in extraordinary circumstances in accordance with the Articles of Incorporation and the Board Charter and Code of Conduct for Directors.

Reporting tasks of the Committee

- ◆ The Committee shall present to the Board an annual report of its own work. As part of the reporting process, the Committee shall:
 - Review annually the adequacy of this charter and recommend any changes that it deems appropriate to the Board for approval;
 - Review annually the Bank's corporate governance framework and submit recommendations to the Board for amendments to the Bank's Articles of Incorporation, Board Charter, committee charters, functioning of Board committees and the Bank's corporate governance practices, in general.
- ◆ The Committee shall be responsible for preparing the annual Corporate Governance Statement for inclusion in the Bank's Annual Report to the shareholders.

The Functioning of the Committee

- ◆ The Committee shall meet at least twice a year or more frequently as circumstances dictate. Meetings shall be scheduled annually in advance where possible;
- ◆ The quorum for the Committee is two members;
- ◆ The Committee shall keep minutes of its proceedings and report regularly to the Board. Minutes will be signed by the Chair of the Committee and each member of the Committee will receive a copy before the next meeting of the Committee;
- ◆ The Chair of the Committee will report to the Board after each meeting of the Committee on any key actions taken by it or recommendations being made to the

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Board with respect to its mandate. Board members shall have access to all records of the Committee.

- ◆ In carrying out its activities, the Committee will be supported by a secretary, who may be the Corporate Secretary or a competent person appointed by him or her;
- ◆ The Corporate Secretary, or his/her designee, at the request of the Chair, shall summon meetings of the Committee. Notice shall be given to each member of the venue, time and date of each meeting. The agenda of items to be considered at each meeting, together with supporting papers, will normally be furnished to each member at least five working days in advance of the meeting.