

Nomination Committee

TERMS OF REFERENCE

1 Status

The Nomination Committee is an independent committee of the Board.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall comprise of a Chairman and at least two other members.
- 2.2 The Committee shall comprise of a majority of independent non-executive directors.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.4 The Board shall appoint the Committee Chairman.
- 2.5 In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
- 2.6 If a regular member is unable to act due to absence, illness or any other cause, the Committee Chairman may appoint another non executive director of the Company to serve as an alternate member.

3 Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

4 Quorum

The quorum necessary for the transaction of business shall be two. A duly



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convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5 Frequency of Meetings

The Committee shall meet not less than twice a year and at such times as the Chairman of the Committee shall require.

6 Notice of Meetings

6.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

6.2 Unless otherwise agreed, notice of each meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and to any other person required to attend not less than five working days in advance of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7 Minutes of Meetings

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings.

7.2 Minutes of Committee meetings shall be circulated to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

8 Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting and shall be prepared to respond to any shareholder questions on the Committee's activities.

9 Duties

9.1 The Committee shall:

9.1.1 regularly review the structure, size and composition of

the Board and make recommendations to the Board with regard to any changes that are deemed necessary;

9.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

9.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

9.1.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role, responsibilities, capabilities and time commitments required for a particular appointment. In order to enable the Committee to effectively review skills required and identify gaps, and develop transparent appointment criteria, the Committee will seek to understand the Chairman's vision for achieving the optimal board composition.

In identifying suitable candidates, the Committee shall:

- consider and if appropriate use the services of external advisers to facilitate the search;
- consider candidates from a wide range of backgrounds and have regard to the benefits of diversity in the composition of the Board;
- consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;

9.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the

Company and the market in which it operates;

9.1.6 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether non-executive directors are spending enough time to fulfil their duties; and

9.1.7 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

9.2 The Committee shall also make recommendations to the Board concerning:

9.2.1 formulating plans for succession for executive and non-executive directors;

9.2.2 the re-election by shareholders of any director under the 'retirement by rotation' provisions in 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;

9.2.3 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and

9.2.4 any related matters which may be referred to it by the Board for consideration.

10 Reporting Responsibilities

10.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Committee shall make whatever recommendations to the

Board it deems appropriate on any area within its remit where action or improvement is needed.

- 10.3 The Committee shall make a statement in the annual report about its activities and the process used to make appointments and shall explain if external advice or open advertising has not been used.

11 Other

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12 Terms of Reference

- 12.1 The Nomination Committee is authorised by the Board to investigate any matters within its terms of reference. It may seek any information that it requires for the purposes of its deliberations from any employee of the Group.
- 12.2 The Nomination Committee may seek the views of any executive directors of the Group in its deliberations.
- 12.3 The Nomination Committee may obtain, at the Company's expense, outside legal or other independent professional advice and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary, but such persons shall not be members of the Nomination Committee. The Nomination Committee shall inform the Chairman or the Finance Director of any such expense which it has incurred as soon as it is appropriate in the particular circumstances for the Nomination Committee to do so.

Approved by Nomination Committee on 20 October 2010
Approved and adopted by the Board on 20 October 2010