

Nomination Committee report



STEVEN MCTIERNAN
Chairman

Promoting diversity and inclusion

Principal responsibilities of the Committee:

- Regularly reviewing the structure, size, composition and length of service of the Board and making recommendations to the Board with regards to changes considered advisable;
- Assessing the effectiveness and performance of the Board and Committees including consideration of the balance of skills, knowledge, independence, diversity and experience of the Board and Committees, and other factors relevant to its effectiveness;
- Considering succession planning for Directors and other senior executives, taking into account the challenges and opportunities facing the Group what skills and expertise are needed in the future, and ensuring a diverse pipeline for succession;
- Identifying, and nominating for the approval of the Board, candidates for appointment as Directors and ensuring that there is a formal, rigorous and transparent procedure for appointment;
- Reviewing the results of the Board performance evaluation process that relate to the composition of the Board, its diversity and how effectively the members of the Board work together; and
- Reviewing periodically the time input required from a Non-Executive Director.

The standard terms of contract for Non-Executive Directors are available on request from the Company Secretary, at the Company's registered office during normal business hours, and at the AGM (for 15 minutes prior to the meeting and during the meeting).

See the Committee's terms of reference at

www.kenmareresources.com/about-us/corporate-governance

Chairman's overview

I am pleased to present the report of the Nomination Committee for 2019. During the year, the Committee met four times and the main areas of focus were the ongoing renewal and refreshment of the Board, succession planning at Board and senior management level, the composition of the Board's Committees and reviewing the approach to improving inclusion and diversity in the Group.

The Committee considered the appointment of Dr. E. Dorward-King as a Non-Executive Director, the result of which was her co-option to the Board in November 2019. The Committee also considered evolution of Board and Committee composition, taking into account succession requirements and gender diversity targets as well as management succession.

Board renewal

During 2019 the Committee considered the structure, size, skills and composition of the Board and its Committees. The Committee maintains a skills matrix of the current Board to identify areas for enhancement and to highlight skills which may be required, or which need

Membership and meetings

The Nomination Committee consists of the Non-Executive Chairman, Mr. S McTiernan, and Non-Executive Directors Mr. G. Martin and Mr. G. Smith. Ms. E. Headon retired from the Committee in October 2019 following her appointment as Chair of the Sustainability Committee. She attended three of the four meetings held during the period she was a member of the Committee.

		Independent	Date of appointment to Committee	Meetings attended
Mr. S. McTiernan	Chairman	Yes ¹	12/03/2013	4
Mr. G. Martin	Member	Yes	25/05/2017	4
Mr. G. Smith	Member	Yes	12/03/2013	4

¹ On appointment as Chairman of the Company

to be replaced due to Board retirements. In advance of the establishment of the Sustainability Committee in 2019, the Committee considered that the Board would be further strengthened by addition of a Director with suitable Environmental, Social and Governance (ESG) experience in the mining sector.

An external recruitment consultant, The Effective Board LLP (which has no connection with the Company), was engaged to assist in the process which resulted in the co-option of Dr. E. Dorward-King to the Board in November 2019.

Dr. Dorward-King has over 30 years' experience in the mining, chemicals and engineering industries, including the mineral sands sector. From March 2013 to December 2019 she served as Executive Vice President of Sustainability and External Relations for Newmont Goldcorp, the world's leading gold mining company. Prior to that, she worked for over 20 years with Rio Tinto, holding positions including Global Head of Health, Safety and Environment, and Managing Director of Richards Bay Minerals in South Africa, a mineral sands mining and beneficiation company and a subsidiary of Rio Tinto.

Diversity and inclusivity

Kenmare recognises the benefits of diversity and its objective of achieving greater diversity at Board and senior management level, as well as across the wider workforce, is supported by the Group's Diversity and Inclusion Policy. The Board keeps this policy under review to ensure that it is effective in achieving diversity in its broadest sense, having regard to experience, age, gender, religious beliefs, sexual orientation, race, ethnicity, disability, nationality, background and culture.

While the Board will always seek to appoint the most talented and skilled candidates on merit against objective criteria, greater diversity is actively considered when making Board appointments. Gender and diversity will continue to be given careful consideration when shortlisting candidates as part of the process of Board refreshment and renewal, as it was in 2019. We were therefore pleased to announce the appointment of Dr. Dorward-King to the Board in November 2019. The Board is working towards having female Directors represent 25% of the Board, excluding Tim Keating (non-independent) by the end of 2020 and 33% as soon as practicable thereafter.

The Board and Executive Management is committed to increasing female representation in senior leadership positions across the Group. The Group is also making progress with this objective, with 11% of the Executive Committee being female and a further 7 women in their direct reports. The Board and management continues to focus on evolving and implementing strategies for recruiting and developing colleagues in ways that promote diversity and inclusion.

Succession

Each year the Committee considers the leadership needs of the Group and succession planning for senior management roles including the Managing Director and Financial Director.

During the year, the Committee received updates from management on succession planning activities through the Group. Board members engage regularly with members of the senior management team who present at Board and strategy meetings.

Board effectiveness

In accordance with provisions of the Code, a performance evaluation of the Board is carried out annually and facilitated externally every third year. In 2018, an external performance evaluation was conducted by the Institute of Directors in Ireland (IOD). The IOD has no connection with Kenmare. In 2019, an internal performance evaluation process was conducted by Ms. E. Headon, Senior Independent Director. Further details are set out in the Corporate Governance section of the report.

STEVEN MCTIERNAN

Chairman of the Nomination Committee

27 March 2020

Process for Board appointments:

01

The Committee approves a role specification based on skills and experience required

02

An independent search agent is appointed

03

The Committee considers a longlist and then a shortlist of potential candidates and holds interviews

04

The preferred candidate is invited to meet with all Board members

05

The Committee makes a recommendation to the Board for consideration and references are followed up

06

Following Board approval, the appointment is announced in line with regulations and an induction process takes place