

Lewis Group Limited

Board Evaluation

LEWIS GROUP LIMITED
BOARD EVALUATION PROCESS

1. The role of the Nominations Committee

- a. The Nominations Committee, as set out in its terms of reference, has the responsibility for the board evaluation process. This process is set out below.

2. Purpose of the evaluation

The King Report places emphasis on the appraisal of the board and its directors in the following areas:

- a. The board should appraise the performance of its chairman annually.
- b. The performance of the chief executive officer should be appraised either by the chairman or by a sub-committee appointed by the board.
- c. Board committees should be subject to regular evaluation by the board as to their performance and effectiveness.
- d. The board should be appraised at least annually (possibly through its Nominations Committee) of its mix of skills and experience and other qualities such as its demographics and diversity in order to assess its effectiveness.
- e. The outcome expected from the evaluation process is the identification of aspects which require attention and to then ensure that the necessary action is taken.

3. Lewis Group - the evaluation process

- a. It has been proposed that the following be evaluated:
- the board (*compulsory*)
 - the chairman (*compulsory*)
 - the CEO (*compulsory*)
 - the board sub-committees (*compulsory*)
 - the individual directors (*compulsory*)
 - the company secretary (*compulsory*)
- b. The basis of evaluation is a questionnaire which needs to be completed by each director. In addition to the completion of the questionnaire, please add any comments you wish to make in the space provided.

Other than where a director requests for comments made to be kept anonymous all information will be shared in an open and transparent manner between the directors. The results of the evaluation of the individual directors will not be shared, but will be used by the Chairman for one-on-one discussions with the director concerned.

When completed please return the evaluation forms to the Company Secretary electronically and a copy to the Chairman; or in an envelope marked "private and confidential" addressed to

The Company Secretary
Lewis Group
53A Victoria Road, Woodstock, 7925

- c. The results will then be tabled at the board meeting following the completion of the evaluation process. Individual directors will have one on one sessions with the Chairman.