

MAURITIUS INSTITUTE OF DIRECTORS

NOMINATION PROCEDURES

1. Background

As per the MIOD Constitution, the Board has the authority to stipulate the Rules and Regulations with which candidates for election as Directors must comply (Rule 30.1).

The following procedures have been recommend by the Nominations Committee and approved by the Board of the MIOD on 25 May 2011.

2. Current Directors

Existing directors who, upon retirement by rotation, are still eligible for re-election shall be asked to declare their willingness to stand for a further term 3 months before the AMM. This will be done by an exchange of emails.

3. Notification

All members of the MIOD should be informed 3 months before the AMM by email and on the MIOD website, and if deemed necessary in the press, of the forthcoming elections and of their right to stand for election as a Director

Notification should be approved by the Board as follows:

Dear member,

As per the terms of the Constitution of the MIOD, all Directors, with the exception of the Chief Executive Officer, are due to retire at the forthcoming Annual Members Meeting on (date) for which notice will be issued in due course. Members of the MIOD are invited to submit nominations for appointment to the Board using the enclosed nomination form which is also available on our website www.mod.mu. The last date for receipt of nominations is

By order of the Board

Company Secretary

Date

**Mauritius Institute of Directors,
1st Floor,
Raffles Tower,
19 Cybercity
Ebene**

4. Nomination Form (Annex 1)

The enclosed Nomination Form will be used for all nominations except existing Directors wishing to stand for re-election who are not required to fill out the nomination form again but who should declare their willingness to continue in writing.

Nominees must have a Proposer and a Secunder. Nominees, Proposers and Seconders must all be member of the MIOD. A member may propose and second more than one nominee.

Nomination Forms should be sent to the CEO, by the due date (2 months before AMM) accompanied by a CV. Upon receipt the CEO will check for completeness and follow up on any missing information.

5. Nomination Committee

The CEO will compile the list of nominees, including existing directors willing to stand for re-election and present the list to the Nomination Committee.

The Nomination Committee will meet to consider the list of nominees and recommend to the Board those nominees who meet the following criteria:

- active and compliant member of the MIOD
- good reputation
- strong interest in promoting Corporate Governance
- share MIOD values
- commitment
- board experience
- Corporate governance expertise
- independence
- specific expertise, skills and competencies

In making its recommendations, the Nomination Committee will take into consideration the variety of skills and competences needed on the MIOD Board as well as ensuring a good mix of age and gender.

Where required by the Nominations Committee, Board nominees may be required to provide further documentary proof and supporting documents and/or attend interviews with regard to their application.

6. The Board

The recommendations of the Nomination Committee will be made to the Board at least one month before the AMM.

The Board will consider the recommendations of the Nomination Committee and make its final decision.

Nominees shall be informed in writing of the outcome of their application. The Board is under no obligation to provide a reason for refusal of any nomination.

Should there be more than 11 nominees, including those directors standing for re-election, the Company Secretary will be asked to organise an election at the AMM.

7. Annual Members Meeting (AMM)

The Company Secretary shall issue the notice for the AMM at least 14 days before the AMM date with details of nominated candidates for election as Directors and of the ballot, if there is to be one.

The AMM Notice will detail the voting procedures, if necessary, and the ballot paper will list the candidates in alphabetical order

Voting for Directors will be done by members:

- a) casting their votes at the meeting or
- b) instructing their proxies how to vote on their behalf at the meeting

Postal votes will not be accepted.

The Chairman will conduct the voting for Directors by means of a poll via ballot papers if there are more candidates than vacancies.

Where there are more candidates than vacancies for Directors, the Chairman shall conduct the voting by a show of hands.

If there are fewer than 4 candidates for the election of directors at the AMM, the AMM shall not proceed and the statutory provisions shall apply.

In the event of a poll, the votes cast shall be verified by the scrutineers appointed at the meeting. It is recommended that the external auditors be appointed as scrutineers.

The result of the vote shall be declared at the AMM. The Chairman need not divulge the actual number of votes for each candidate.

In the event of there being an equality of votes for the final vacancy of the Board, there shall be a run off election in the same manner.

After the AMM, the members of the MIOD shall be informed by the CEO of the names of the persons who have been elected as Directors. Notification will be done by email and on the MIOD's website. The MIOD bankers will also be advised by the Company Secretary.

The Mauritius Institute of Directors

NOMINATION FORM

NOMINEE

I

.....
Membership Number.....

(being in good standing)

wish to stand for election as a Director of the Board of the Mauritius Institute of Directors with effect from the Annual Members Meeting to be held on (date).

Signed.....

Date.....

PROPOSER

I,.....

Membership Number.....

propose the above nomination.

Signed.....

Date.....

SECONDER

I,.....

Membership Number.....

second the above nomination.

Signed.....

Date.....

LATEST DATE FOR RECEIPT (DATE)

A BRIEF CURRICULUM VITAE OF THE NOMINATED MEMBER MUST

PLEASE ACCOMPANY THIS DOCUMENT.

ADDRESS TO WHICH THIS FORM MUST BE SENT:



**Chief Executive Officer,
Mauritius Institute of Directors
1st Floor, Raffles Tower,
19 Cybercity, Ebene.**

Tel 4681017 Email ceo.miod@intnet.mu