



**ROGERS AND COMPANY LIMITED**  
**POSITION STATEMENT OF THE CHAIRMAN**  
**OF THE CORPORATE GOVERNANCE COMMITTEE (THE 'COMMITTEE')**  
**(ACTING IN ITS CAPACITY OF NOMINATION AND REMUNERATION COMMITTEE) OF ROGERS**

1. Convenes and determines the frequency of meetings of the Committee.
2. Chairs effectively meetings of the Committee and ensures that adequate time is allowed for the discussion of complex and contentious issues.
3. Promotes a culture whereby all members' contributions are encouraged and valued.
4. Agrees the agenda for meetings of the Committee with the CEO and Company Secretary.
5. Attends meetings of shareholders and answers queries relating to governance of the business.
6. Ensures that all members receive accurate, timely and clear information to enable members to take sound decisions.
7. Reports to the Board on the matters reviewed by the Committee.
8. Ensures that the adequate reporting is made in the Annual Report and on the website of the Company with regard to Principles of the Code.