**Corporate Governance Committee (“CGC”) of Rogers and Company Limited (“RCL”) acting in its capacity as Nomination Committee**

**Board of Directors of VLH Ltd**

**(the “Board”)**

**can:**

*Recommends appointment of the new director to the Board of RCL. Then the Board of RCL recommends the appointment of the new director to the Board*

**Appointment by the Board**

**(to fill in casual vacancy)**

**Appointment by Shareholders**

**(by ordinary resolution passed at an annual or a special meeting of shareholders of VLH)**

**Induction**

**Induction**

**Appointment/Re-election at the AMS immediately following appointment**

*Either appoint a new director to fill in a casual vacancy caused by the resignation, removal, or disqualification of a director of the Board*

*Or recommend the appointment of the new director to the shareholders of VLH Ltd for approval at a duly convened annual/special meeting of shareholders of VLH*

*Every newly appointed director of VLH goes through an induction programme lead by the Chief Executive Officer, assisted by the Company Secretary and overseen by the Chairman*

*Directors appointed by the Board to fill in casual vacancy hold office only until the next annual meeting of shareholders of VLH and shall retire but shall be eligible to stand for appointment by shareholders at that meeting.*

*Every director appointed by the shareholders of VLH hold office until the next annual meeting of shareholders, where the latter is eligible to stand for re-election at that meeting.*

***Additional notes:***

* *The Constitution provides that the Board shall consist of 12 directors*
* *The Constitution provides that, for so long as Amethis Fund II S.C.A SICAR (“Amethis”) holds 10% of the shareholding of VLH, Amethis is entitled to nominate one director for appointment*
* *A director can be removed by ordinary resolution of shareholders; or otherwise ceasing to hold office pursuant to section 139 of the Companies Act 2001.*
* *Any director may appoint an alternate director to act in the latter’s stead at meetings of the Board.*