



GraceKennedy Limited Policy Document					
Policy	<b>SELECTION AND APPOINTMENT PROCESS FOR SUBSIDIARY BOARD DIRECTORS</b>				
Policy #		Version #	2	Classification	CORPORATE
Approval	BOARD OF DIRECTORS	Approval Date	February 27, 2015	Effective Date	February 27, 2015

## 1.0 **OVERVIEW**

This policy seeks to streamline the process through which recommendations are made by the GraceKennedy Group for Board appointments to GraceKennedy Group subsidiary companies.

## 2.0 **DEFINITIONS**

In this policy the following shall mean:

**“External Director (s)”** – Directors who are not employees of GraceKennedy Limited or any of its subsidiaries.

**“Divisional Holding Companies”** – The holding companies for the GraceKennedy Group Divisions, currently GK Foods & Services Limited and GraceKennedy Financial Group Limited

**“GK”** – GraceKennedy Limited.

**“Internal Director(s)”** – Directors who are employees of GraceKennedy Limited or any of its subsidiaries.

## 3.0 **APPOINTMENT OF INTERNAL DIRECTORS TO SUBSIDIARY BOARDS OTHER THAN THE BOARDS OF DIVISIONAL HOLDING COMPANIES**

Recommendations for the appointment of Internal Directors to the Boards of subsidiary companies, other than the Divisional Holding Companies, may be made to such Boards by the GK Group CEO in collaboration with the Group Chairman and the Chair of the Corporate Governance & Nomination Committee and need not be first presented to the GK Corporate Governance & Nomination Committee or Board for approval.

#### **4.0 APPOINTMENT OF INTERNAL DIRECTORS TO BOARDS OF DIVISIONAL HOLDING COMPANIES**

For appointments of Internal Directors to the Boards of the Divisional Holding Companies, recommendations for such appointments shall be first made to the GK Group Chairman for approval, following which to the GK Corporate Governance & Nomination Committee and the GK Board prior to such recommendation being made to the relevant board for approval.

#### **5.0 APPOINTMENT OF EXTERNAL DIRECTORS TO SUBSIDIARY BOARDS**

5.1 Recommendations for the appointment of External Directors to subsidiary Boards may be made from time to time by the GK Corporate Governance & Nomination Committee to the GK Board prior to the recommendation being made to the relevant Boards for approval.

5.2 Suggestions for the appointment of External Directors to subsidiary Boards may also be referred to the GK Corporate Governance & Nomination Committee through the GK Board Chairman from the Group CEO, Executive Management, GraceKennedy main Board, subsidiary Board Chairmen or members, shareholders and others.

#### **6.0 GRACEKENNEDY CORPORATE GOVERNANCE & NOMINATION COMMITTEE REVIEW**

The GK Corporate Governance & Nomination Committee shall consider submissions made for the appointment of (1) Internal Directors to Divisional Holding Company Boards and (2) External Directors to the Boards of subsidiary companies.

The Corporate Governance & Nomination Committee makes its recommendations to the GraceKennedy Board in respect of such submissions.

#### **7.0 GRACEKENNEDY BOARD**

The GraceKennedy Board considers and if thought fit approves the recommendation for appointment of (1) Internal Directors to Divisional Holding Company Boards and (2) External Directors to the Boards of subsidiary companies.

#### **8.0 SUBSIDIARY BOARD**

The relevant Divisional CEO or other designated GK Executive communicates to the Chairman of the relevant Subsidiary Board, the appointments being recommended by the GK Chairman or GraceKennedy Board, as the case may be, of Internal Directors and External Directors to the Boards of subsidiary companies and request that these recommendations be submitted to the subsidiary Board for consideration and if thought fit approval.

The proposed appointment is presented for the approval of the subsidiary Board.

POLICY HISTORY	DATES			
	VERSION	RELEASED	REAFFIRMED	REVISED
1	July 29, 2010		February 27, 2015	<a href="#">Selection and Appointment Process for Subsidiary Board Directors - July 29, 2010.pdf</a>
2	February 27, 2015			