

## MFS LIMITED FINANCE AND INVESTMENT COMMITTEE CHARTER

<b>Membership</b>	<p>The Finance and Investment Committee (the Committee) shall comprise of a minimum of three members of the Board of Directors, at least two members shall be non-executive directors</p> <p>The Board of Directors will appoint the Chair of the Committee, who shall be an independent director.</p> <p>A quorum for a meeting of the Committee is two members, however the quorum for each meeting must consist of a non-executive director.</p> <p>The Committee makes a decision if it is supported by a simple majority of members who are present at the meeting. The Chair shall have a casting vote.</p> <p>The Chief Executive Officer and Chief Financial Officer should attend all meetings of the Committee together with any other members of management by invitation of the Committee.</p> <p>Meetings may be by whatever medium the Committee chooses, eg circular resolutions, teleconference etc.</p>
<b>Secretarial and meetings</b>	<p>The Company Secretary shall be appointed Secretary of the Committee.</p> <p>The Secretary shall;</p> <ul style="list-style-type: none"><li>• organise for the agenda to be drawn up;</li><li>• circulated the agenda and supporting documentation prior to each meeting;</li><li>• draft the minutes of the meeting and distribute to the Committee for approval; and</li><li>• maintain finance and investment committee secretariat files.</li></ul> <p>All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open for inspection by a director.</p> <p>The Chair will call a meeting of the Committee if so requested by any Director. The secretary will convene a meeting upon the receipt of a request by any member of the Committee.</p> <p>It is intended that the Committee will normally meet as often as required.</p>

<p><b><i>Duties and Responsibilities</i></b></p>	<p>The role of the Committee is to advise the Board on matters outlined in this Charter.</p> <p>The duties of the Committee include:</p> <ul style="list-style-type: none"> <li>• reviewing proposed dividends and making recommendation to the Board regarding same;</li> <li>• reviewing proposed earnings guidance to be released to the market and making recommendations to the Board regarding same;</li> <li>• reviewing proposed acquisitions, divestures, funding proposals and other transactions which are outside the delegated authority limits of the Company's executives or which are otherwise referred to the Committee by the Board and making recommendations to the Board regarding same;</li> <li>• Overview budgeting process and cash management and make recommendations to the board regarding same;</li> <li>• Reviewing and making recommendations to the Board on the strategic direction, objectives and effectiveness of the Company's financial risk management and investment policies;</li> <li>• considering and reporting to the Board on any such other matters as the Board may refer to the Committee from time to time.</li> </ul>
<p><b><i>Authority &amp; Reporting</i></b></p>	<p>The Committee shall have the authority to seek any information it requires from any officer of the Company.</p> <p>The Committee is authorised to take such independent professional advice, as it considers necessary, subject to prior consultation with the Chair of the Board.</p> <p>The Chair of the Committee shall report the findings and recommendations of the Committee to the Board of Directors after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board of Directors.</p> <p>The Committee shall have no executive powers with regard to its findings and recommendations.</p>
<p><b><i>Review</i></b></p>	<p>The Committee will, at least once in each year review the membership and charter of the Committee to determine its adequacy for current circumstances. The Committee may recommend amendments to the responsibilities, functions or membership of the Committee to the Board.</p>