



cablebahamas

**CABLE BAHAMAS LTD.
NOMINATING & CORPORATE GOVERNANCE
COMMITTEE - MANDATE**

PURPOSE

The Nominating & Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors of Cable Bahamas Ltd (the Company). Its primary functions are to assist the board in identifying qualified individuals to become board members; to recommend board members to the respective committees of the board; to develop a process to assess board effectiveness in developing and implementing the Company’s corporate governance principles and practices; and in overseeing risks related to the Company’s governance structure and processes and risks arising from related party transactions.

CONSTITUTION, COMPOSITION AND DEFINITIONS

1. Reporting

The Committee shall report to the Board.

2. Composition of Committee

The Committee shall consist of not less than two directors. The members of this committee should consist of the Chair of the Human Resources & Compensation Committee and the Chair of the Audit Committee, ad-hoc basis. The majority of the members of the committee should be independent (as defined per the articles of the company).

3. Committee Chairman

Unless a Chairman is designated by the Board, the members of the Committee shall designate a Chairman by majority vote of the full Corporate Governance Committee membership. The Chairman will chair all regular sessions of the Governance Committee and set the agendas for meetings.

4. Committee Meetings

The Committee shall meet at least annually at the call of the Committee Chairman. In addition, a meeting may be called by the Board Chairman, the Chief Executive Officer, or any member of the Committee. Committee meetings may be held in person, by video conference, by means of telephone or by a combination of any of the foregoing.

5. Notice of Meeting

Notice of the time and place of each meeting may be given orally, or in writing, or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

6. Attendance at Meetings

The Chief Executive Officer is expected to be available to attend meetings or portions thereof. The Committee may, by specific invitation, have other resource persons in attendance. The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee. Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis; provided, however, that any director who is not a member of the Corporate Governance Committee may not vote on any matter coming before the committee for a vote.

7. Minutes

Minutes of Committee meetings shall be sent to all Committee members. The full Board of Directors shall be kept informed of the Committee's activities by a report following each Committee meeting.

RESPONSIBILITIES

- To lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for shareholder approval at the annual meeting.
- To develop, and to recommend to the board of directors for its approval, qualifications for director candidates, and to review these qualifications with the board periodically.
- To review the board of director's committee structure and to recommend to the board for its approval directors to serve as members of each committee, and, in consultation with the presiding director, as committee chairs. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- To develop and recommend to the board of directors for its approval a set of corporate governance principles. The committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- To develop and recommend to the board of directors for its approval an annual self-evaluation process of the board and its committees. The committee shall oversee the annual self-evaluations; and/or appoint an internal resource to assist in coordination.
- To review and approve or ratify any transaction between the Company and a related person, which is required to be disclosed under the rules of the Conflict of Interest Policy of the company.
- To resolve any conflicts of interest involving a director, the CEO, the Vice Chairman, or Vice President.
- To help continually advance the entrepreneurial and learning culture of the board by offering continuing education sessions on critical issues such as: director and officer liability (as presented by General Counsel); emerging governance trends (presented by external advisors or via external educational events); current industry issues facing

the company or the industry (presented by members of management or external advisors).

Miscellaneous

- The Committee, upon approval by a majority of its members, may engage outside resources if deemed advisable.
- The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.