

Golar Nomination Committee Charter				
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GOLAR NOMINATION COMMITTEE CHARTER



1 PURPOSE

- 1.1 The purpose of the Nomination Committee (“the Committee”) is to carry out the responsibilities delegated by the Board in relation to the nomination and appointment of directors and the membership of Board sub-committees.

2 MEMBERSHIP

- 2.1 The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market and the Company’s independence guidelines.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive¹, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.
- 2.4 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship.

3 MEETINGS

- 3.1 A member of the Committee or his or her nominee or the Company Secretary shall act as the secretary of the Committee.
- 3.2 The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive Directors.
- 3.3 The Committee shall meet at least once a year and otherwise as required.
- 3.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive Directors, no later than 24 hours before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees

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as appropriate, at the same time.

- 3.5 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.
- 3.6 The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.

4 AUTHORITY AND RESPONSIBILITIES

4.1 General

- 4.1.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- 4.1.2 Appointing members of Board sub-committees (including the Audit Committee and the Compensation Committee).
- 4.1.3 Give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future
- 4.1.4 Keep under review the leadership needs of the organisation, both executive¹ and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace
- 4.1.5 Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates
- 4.1.6 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise
- 4.1.7 Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board. In identifying suitable candidates the Committee shall:
- a. As appropriate use open advertising or the services of external advisers to facilitate the search
 - b. Consider candidates from a wide range of backgrounds
 - c. Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position
- 4.1.8 For the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise.
- 4.1.9 Prior to the appointment of a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- 4.1.10 Review annually the time required from non-executive Directors.
- 4.1.11 Work and liaise as necessary with all other Board Committees.

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4.1.12 The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference, subject to the Company's procurement rules.

4.1.13 The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees and to the officers of the Company.

The Committee shall also make recommendations to the Board concerning:

4.1.14 Formulating plans for succession for both executive and non-executive Directors and in particular for the key roles of Chairman and chief executive¹

4.1.15 Suitable candidates for the role of senior independent Director

4.1.16 Membership of the audit and compensation Committees, and any other Board Committees as appropriate, in consultation with the Chairman of those Committees

4.1.17 The re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required

4.1.18 The re-election by shareholders of Directors or the retirement by rotation provisions in the company's bye-laws, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board.

4.1.19 Any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the company subject to the provisions of the law and their service contract

4.1.20 The appointment of any Director to executive or other office

4.2 Reporting responsibilities

4.2.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities

4.2.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed

5 PERFORMANCE EVALUATION

The Committee shall:

5.1 At least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

¹ References to the chief executive officer and executive management principally refer to the senior management of Golar Management Limited and Golar Management AS