



**CHARTER OF THE NOMINATION COMMITTEE**

as last amended by the Board of Directors on

August 2, 2007

## **PREAMBLE**

The present Charter has been adopted by the SES GLOBAL Board of Directors at its meeting on December 7, 2006 in accordance with the Company's legal and regulatory obligations, its articles of incorporation and its internal regulations.

## **I. PURPOSE**

The primary purpose of the Nomination Committee is to submit proposals for suitable nominees to the Board of Directors for appointment to the Board and to the Executive Committee.

## **II. FUNCTIONS**

The Committee, as authorised by the Board of Directors, will perform the following functions:

The Committee will **advise the Board** in the following matters :

### **1. Appointment of new Directors**

The Committee will identify and nominate suitable candidates for the Board of Directors, for election by the Annual General Meeting of shareholders.

Before a proposal is submitted to the Annual General Meeting of shareholders, the Committee will evaluate the Boards:-

- existing and required skills.
- knowledge and experience of existing Board members.
- performance and contribution of individual members.

On the basis of this evaluation, the Committee will draw up a description of the profile of the new Director.

The Committee will also consider all proposals submitted by the shareholders, the Board and the Chairman of the Executive Committee.

The proposals submitted to the shareholders will be accompanied by the candidates CV. containing information on the professional qualifications of the candidate; a list of previous and current positions and directorships held by the candidate. The Committee will also indicate whether the candidate can be considered as an independent Director within the criteria set by the Company.

## **2. Reappointment of existing Directors**

The Committee will evaluate the work and contribution of existing Directors before submitting their names for re-election. The Committee will take into consideration existing and required skills of the Board the knowledge and the experience of existing Board members as well as the Director's individual contribution to the Board and to any of its Committees.

## **3. Filling of a Vacancy**

In the event of a vacancy on the Board, the Nomination Committee may use the same procedure as under point II.1 above to submit a suitable candidate to the Board of Directors, which by majority vote may fill such vacancy on a temporary basis.

The next Annual General Meeting will then be asked to elect the new Director definitively.

## **4. Appointment of members to the Executive Committee**

The Committee, in close cooperation with the President and CEO, will identify and propose for nomination by the Board suitable candidates for the Executive Committee.

The proposals submitted to the Board will be accompanied by relevant information on the professional qualifications and experience of the candidate.

## **5. Succession Planning**

The Committee, in close cooperation with the President and CEO, will review the succession plan relative to the members of the Executive Committee. In this respect it shall evaluate and discuss the skills, experience and knowledge of possible future candidates for the Executive Committee.

## **III. ANNUAL EVALUATION**

The Committee shall perform annually, a review and evaluation of the performance of the Committee. This review should include compliance of the Committee with this Charter. The Committee shall conduct such evaluations and reviews in a manner as it deems appropriate, consistent with internationally recognized principles of good corporate governance.

#### **IV. COMPOSITION**

The Nomination Committee is a body of elected Board members. It is designated by the Board and is composed of 6 members, a majority of which shall be independent Directors.

The Chairperson of the Board shall be one of the members of the Nomination Committee and shall act as its Chairperson.

#### **V. QUORUM AND MEETINGS**

The quorum of the Committee will consist of a majority of the appointed members of the Committee. The Committee will meet on a regular basis and meetings will be scheduled at the discretion of the Committee Chairperson.

The Agenda for the meetings is set by the Chairperson.

The Chief Executive Officer will be invited to attend the meeting. The Committee, upon notice to the Chief Executive Officer, may ask the relevant members of the Executive Committee or others to attend the meeting and provide pertinent information as necessary, except if they are personally concerned by the deliberations.

#### **VI. REPORTS**

The Committee will report to the Board as to its activities and its recommendations on a regular basis. When presenting any recommendation to the Board, the Committee will provide the background and supporting information as may be necessary for the Board to make an informed decision.

The Secretary of the Board will keep minutes of the Committee's meetings and will make these minutes available to the full Board for information.

#### **VII. OTHER AUTHORITY**

The Committee is authorized to confer with Company management and other employees to the extent it is necessary or appropriate to fulfil its duties. The Committee also is authorized to seek outside advice to the extent it is necessary or appropriate. It will keep the Chief Executive Officer and the Board advised as to the nature and extent of all such requests for advice.