

Terms of Reference - Director

(approved by the Board on 25 March 2010)

The Polarcus Ltd Board of Directors has approved Terms of Reference which set out the principal duties and responsibilities to be discharged by the Board of Directors.

1. Director Responsibilities

- In performing their duties, Directors shall act honestly and in good faith with a view to the best interests of the Company while taking into account the business objectives of the Company.
- Directors must demonstrate leadership by requiring of themselves and Company employees high standards of ethical behavior in the conduct of Board and corporate business.
- Directors must be willing to act on and be accountable for decisions made by the Board.
- Directors must keep themselves informed about the industry and the Company so as to understand and question the assumptions upon which strategic and business plans are based and to form an independent judgment about the probability that such plans can be achieved.
- Directors must take responsibility for ensuring that they have and maintain the necessary skills, including financial skills, abilities and knowledge to contribute to the effective performance of the Board.
- Directors shall strive to attend all Board meetings and actively participate in Board and Committee work, deliberations and decisions. Any non-UK resident Director shall strive to appoint an alternate director to represent him in case of absence. Directors prevented from attending meetings shall inform the Company Secretary about his/her absence as soon as possible.
- To ensure the effectiveness and efficiency of Board and Committee meetings, Directors must prepare for each meeting by reading the reports and background material.
- Directors shall diligently review minutes from Board meetings and submit any comments to the minutes in writing within 5 days after receiving draft minutes.

2. Communication

- Directors must be able to work well with other Directors and the Chairman.
- Directors must be open to the opinions of others and willing to freely express their views on matters before the Board. Directors must approach others assertively, responsibly and in a supportive manner, and be willing to raise tough questions in a manner that encourages open debate. Directors must be willing to act as a resource to and be available for individual consultation with the senior management and other Directors.

3. Laws and Regulations

Directors shall comply with:

- the Company's Articles of Association;

- the Company's principle of corporate governance;
- the Company's public policy and confidentiality principles;
- the Group's ethical and safety commitments.

4. Access to Corporate Records

In performing any of its duties and responsibilities, the Director shall have access to any and all books and records of the Group required for the execution of the Director's obligations and, as necessary, shall discuss with appropriate Group employees such records and other relevant matters.

5. Access to Independent Advice

Subject to the written approval of the Chairman, individual Directors are entitled to engage outside advisors at the Group's expense in the event there are matters in respect of which the Directors wish to receive independent counsel.