

THE ROTHERS GROUP EXECUTIVE COMMITTEE CHARTER

Composition and Membership

The Executive Committee (the "Committee") will be comprised of three or more members of the Board of Directors (the "Board"), and shall be appointed for such term or terms as the Board may determine and may be replaced by the Board, at its discretion. One of the Committee members shall be appointed Chairman of the Committee by the Board or, absent such appointment, by majority vote of the Committee members.

General Functions

The Committee shall have and may exercise on behalf of the Board the following powers while the Board is not in session, subject, however, to other extensions of authority and limitations of authority specified by the Board from time to time:

- A. act in such areas as specifically designated and authorised at a preceding meeting of the Board, or
- B. act in areas requiring extraordinary or expeditious action when the entire Board cannot be convened.

The Committee may not undertake actions specifically reserved to the Board itself or any actions that are specifically prohibited from being delegated to a Board Committee by law or the Bylaws or in resolutions adopted by the Board as then in effect. The Committee may from time to time form and delegate authority to subcommittees, when appropriate. Actions of the Committee shall be immediately effective to the full extent authorised by the Board and the Bylaws of The Rotherers Group (the "Company"), but nevertheless subject in all cases to the power of the Board as a whole to modify, terminate or accept or reject such Committee actions or to table recommendations or suggestions.

Procedures and Meetings

The Committee shall meet as frequently as circumstances require. The Committee Chairman may prepare and/or approve an agenda in advance of a meeting and may circulate an agenda to each member prior to or at or after the meeting, as reasonably practicable. Every notice or facsimile or copy thereof that may be given by the Committee to its members or other Board members electronically, whether by telephone, email, telegram, fax, or otherwise, shall be deemed as effectively given as a written notice with an original signature.

A majority of the then-acting members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Chairman shall preside, when present, at all meetings of the Committee.

The Committee is empowered to adopt its own rules of procedure, which shall not be inconsistent with the Bylaws of the Company or resolutions of the Board. The President,

the Chairman of the Board and the Chairman of any other committee of the Board, if not otherwise attending as a member of the Committee, may attend meetings of the Committee, except for portions of the meetings where his or their presence as a non-member would be inappropriate, as determined by the Committee Chairman, and non-members shall have no voting rights in such Committee meetings.

A Committee Secretary may be appointed by the Board or, absent such appointment, by the Committee, and such Committee Secretary may attend meetings of the Committee in the discretion of the Committee Chairman and may perform such administrative tasks on behalf of the Committee as may be delegated to such Committee Secretary by the Committee Chairman, including the development of Committee meeting agendas, preparation of Committee minutes and distribution of such minutes to the Committee and the Board. The Committee Secretary need not be a member of the Committee, and appointment to such post shall not serve to make the individual a member of the Committee, or grant a right to vote in Committee actions to the individual, or make the individual an executive officer of the Company. The post of Committee Secretary shall be a subordinate officer under the Bylaws.

The Committee may meet by telephone or video conference and may take action by unanimous written consent. On all procedural matters not specifically addressed in this Amended and Restated Charter, the provisions of the Bylaws of the Company relating to actions by the Board shall apply to the Committee.

Communication with Management

It shall be the responsibility of the Committee Chairman to keep the President and/or the Board informed promptly of the deliberations and conclusions of the Committee to the extent appropriate.

Minutes and Reports

Minutes of each Committee meeting shall be kept and, promptly after being finalized and executed by the Committee Chairman and Committee Secretary, distributed to each member of the Board and to the Corporate Secretary. This provision shall not require distribution of preliminary drafts or information given consideration by the Committee unless included in the final minutes. The Chairman of the Committee shall report at each meeting of the Board on any actions taken by the Committee subsequent to the most recent meeting of the Board and, if deemed necessary or advisable, to seek the approval and/or ratification of the full Board to such actions taken by the Committee.