

## **NOMINATION COMMITTEE TERMS OF REFERENCE**

### **1. Purpose**

- 1.1 The primary purpose of the Nomination Committee (the 'Committee') is to support and advise the Board in fulfilling their responsibilities to shareholders in ensuring that the Boards are comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and the highest standards of governance.

### **2. Composition**

- 2.1 The Committee shall be appointed by the Board and shall comprise of the Chairman of the Company and all non-executive Directors.
- 2.2 A majority of members of the Committee shall be non-executive Directors.
- 2.3 The Chairman of the Company will be the Chairman of the Committee. In the absence of the Committee Chairman the remaining members present shall elect one of their number to chair the meeting.
- 2.4 If a regular member is unable to act due to absence, illness or any other cause, the Committee Chairman may appoint another Director of the Company to serve as an alternative member having due regard to maintaining the required balance of non-executive members.
- 2.5 The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as they consider appropriate.

### **3. Quorum and voting**

- 3.1 The quorum necessary for the transaction of business shall be three of who at least two must be non-executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.
- 3.2 Each member shall have one vote.
- 3.3 The Chairman of the Committee shall have a second or casting vote in the event of a tied vote.

### **4. Frequency of meetings**

- 4.1 Meetings shall be held as appropriate, but not less than once a year.

## **5. Notice of meetings**

- 5.1 Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member thereof.
- 5.2 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 Committee member in the week prior to the date of the meeting.

## **6. Minutes of meetings**

- 6.1 The proceedings and resolutions of all Committee meetings, including the names of those present and in attendance, shall be minuted.
- 6.2 Minutes of Committee Meetings shall be circulated to all members of the Committee. Minutes, agenda and supporting papers, will be made available to any Director upon request to the Chairman, providing no conflict of interest exists.

## **7. Annual general meeting**

- 7.1 The Committee Chairman shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties and responsibilities**

- 8.1 The Committee shall:
  - 8.1.1 regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
  - 8.1.2 be responsible for identifying and nominating for approval of the Board, candidates to fill board vacancies as and when they arise;
  - 8.1.3 keep under review the leadership needs of the organisation with a view to ensuring the continued ability to compete effectively in the organisation's marketplace; and
  - 8.1.4 keep up to date and fully au fait with strategic issues and commercial changes affecting the Group and the markets in which it operates.
- 8.2 It shall also make recommendations to the Board:
  - 8.2.1 as regards plans for succession;
  - 8.2.2 as regards the re-appointment of any non-executive Director at the conclusion of his or her specified term of office;
  - 8.2.3 for the continuation (or not) in service of any director who has reached the age of sixty-five;

- 8.2.4 concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association;
  - 8.2.5 concerning any matters in relation to the continuation in office as a Director of any Director at any time; and
  - 8.2.6 concerning the appointment of any director to executive or other office other than to the position of Chairman, the recommendation for which would be considered at a meeting of all the Directors.
- 8.3 In carrying out all of its functions the Committee will have due regard to the provisions of the Financial Reporting Council's UK Corporate Governance Code with a view to ensuring that the Group seeks to adhere to the highest standards of corporate governance.

## **9. Authority**

- 9.1 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties.
- 9.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

These terms of reference will be subject to review by the Board of Directors and can only be changed by the Board of Directors.