

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

Reference to “The Committee” shall mean The Nomination Committee.

Reference to “The Board” shall mean The Board of Directors.

### **1. Membership**

- 1.1. The Committee shall be appointed by The Board and shall comprise of a Chairman and at least two other members.
- 1.2. A majority of members of The Committee shall be independent Non-Executive Directors.
- 1.3. The Board shall appoint The Chairman of The Committee, an independent Non-Executive Director.

### **2. Secretary**

- 2.1. The Company Secretary or their nominee shall act as the Secretary of The Committee.

### **3. Quorum**

- 3.1 A Quorum shall be two members, both of whom must be independent Non-Executive Directors.

### **4. Frequency of Meetings**

- 4.1. The Committee shall meet at least twice a year and at such other times as the Chairman of The Committee shall require.

### **5. Notice of Meetings**

- 5.1. Meetings of The Committee shall be summoned by the Secretary of The Committee at the request of the Chairman of The Committee.

### **6. Minutes of Meetings**

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated to all members of The Committee and to the Chairman of The Board and made available on request to other members of The Board.

## **7. Annual General Meeting**

- 7.1. The Chairman of The Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on The Committee's activities.

## **8. Duties**

### 8.1. The Committee shall:

- 8.1.1. regularly review the structure, size and composition of The Board with consideration to skills, knowledge and experience and make recommendations to The Board with regard to any adjustments that are deemed necessary;
- 8.1.2. before any appointment is made by the Board, prepare a description of the role and capabilities required for a particular appointment;
- 8.1.3. when identifying suitable candidates:
  - 8.1.3.1. use open advertising or the services of external advisers to facilitate the search;
  - 8.1.3.2. consider candidates from a wide range of backgrounds; and
  - 8.1.3.3. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
  - 8.1.3.4. consider candidates experience and expertise and how these might compliment the existing board.
- 8.1.4. be responsible for identifying and nominating for the approval of The Board, candidates to fill board vacancies as and when they arise;
- 8.1.5. keep under review the leadership needs of the organisation, to satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior appointments, with a view to ensure the continued ability of the organisation to compete effectively in the marketplace;
- 8.1.6. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 8.1.7. review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties
- 8.1.8. ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the Chairman.

8.2. It shall also make recommendations to The Board concerning:

- 8.2.1. formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive equivalents;
- 8.2.2. suitable candidates for the role of Senior Independent Director;
- 8.2.3. concerning any matters relating to the continuation in office of a director, at any time;
- 8.2.4. the re-election by shareholders of any director under the “retirement by rotation” provisions in the Company’s Articles of Association 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;
- 8.2.5. as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office; especially when they have concluded their second term;
- 8.2.6. for the continuation in service of any director who has reached the age of seventy;

## **9. Reporting Responsibilities**

- 9.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

## **10. Other**

- 10.1. The Committee shall, at least once a year, review its own performance, 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.

## **11. Authority**

- 11.1. 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;
- 11.2. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.