

NOMINATION COMMITTEE TERMS OF REFERENCE

Membership

The Committee shall comprise all the non-executive directors together with the Chairman and Chief Executive. The quorum is any 3 members of the Committee.

Robert Swannell	Committee Chairman
Vindi Banga	
Alison Brittain	
Miranda Curtis	
Andrew Fisher	
Andy Halford	
Richard Solomons	
Amanda Mellor	Secretary

Meetings

The Committee meets twice per year and additionally as required. It can invite members of executive management to attend. The secretary maintains an inspection copy of the minutes, which are available to all directors. The Committee Chairman attends the AGM prepared to respond to any shareholder questions on the Committee's activities.

The annual report contains a separate section describing the work of the Committee in discharging its responsibilities.

Role

To ensure that appropriate procedures are in place for the nomination, selection, training and evaluation of directors and for successional plans, with due regard for the benefits of diversity on the Board, including gender.

Terms of Reference

- 1 To receive a bi-annual Company Chairman's report on board structure, size, diversity (including gender), composition and successional needs, keeping under review the balance of membership between executive and non-executive and the required blend of skills, experience, knowledge and independence on the Board.
- 2 To ensure the Group's governance facilitates efficient, effective and entrepreneurial management that can deliver shareholder value over the longer term.
- 3 To keep under review the leadership and successional needs of the organisation with a view to ensuring the long-term success of the Group, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.
- 4 To formally propose new executive and non-executive directors for the approval of the whole Board, following a formal, rigorous and transparent procedure for such an appointment.
- 5 To ensure that all directors undergo an appropriate induction programme and to consider any training requirements for the Board as a whole. Individual training to be discussed and agreed with the Group Secretary.
- 6 To ensure that Board Committee membership is refreshed and that undue reliance is not placed on particular individuals when deciding chair/membership of committees.
- 7 To keep under review the number of external directorships held by the directors of the Company. The UK Corporate Governance Code contains the following provisions: that non-executive directors should undertake that they will have sufficient time to meet what is expected of them (B.3.2); and that the board should not agree to a full time executive director taking on more than one non-executive directorship in a FTSE100 company nor the Chairmanship of such a company (B.3.3).

- 8 To ensure that all directors offer themselves for annual re-election by shareholders, in accordance with the UK Corporate Governance Code (B.7.1) or the Articles of Association, having regard to their performance and commitment to the role (particularly in relation to non-executive directors being re-elected for a term beyond six years). Appropriate biographies of directors should be presented in the annual report.
- 9 To keep under review the declarations by directors of situational and transactional conflicts/potential conflicts of interest and to recommend to the Board any limits or conditions when giving authorisation as permitted by the Company's Article 90.
- 10 To review and update annually its terms of reference, recommending any changes to the Board and to evaluate its own membership and performance on a regular basis.