

NOMINATIONS COMMITTEE TERMS OF REFERENCE

General statement

The role of the Nominations Committee is to lead the process for identifying and to make recommendations to the Board on candidates for appointment as Directors of the Company and as Company Secretary.

The Committee Chairman shall report formally to the Board on its proceedings after each Committee meeting on matters discussed at the meeting.

The Committee shall review annually its terms of reference and its effectiveness and shall recommend to the Board any changes required as a result of such a review.

Composition and attendance at meetings

The Nominations Committee shall comprise the Chairman and the Chief Executive and at least three Non-Executive Directors appointed by the Board. The majority of its members shall be Non-Executive Directors who are deemed by the Board to be independent of management. The Chairman of the Board shall chair the Committee except when it is dealing with the appointment of a successor as Chairman when the Senior Independent Director shall chair the Committee. The Committee shall operate with a quorum of three, the majority of whom shall be independent Non-Executive Directors. The Company Secretary shall be in attendance at meetings.

No person other than the members of the Committee is entitled to be present at meetings but non-members may be invited by the Committee to attend.

Frequency of meetings

The Committee will meet when required, usually on the day of Board Meetings.

Access to external advice

The Committee shall have access to such information and advice, at the cost of the Company, both from within the Group and externally as it deems necessary.

Responsibilities

- (a) Identifying, assessing and recommending to the Board candidates for appointment as Executive or Non-Executive Directors of the Company (including appointments as Chairman, Chief Executive and Senior Independent Director/Deputy Chairman) and as Company Secretary, giving full consideration to succession planning and the leadership needs of the Group.
- (b) Making recommendations to the Board as to the policy on the term of appointment of Non-Executive Directors.

NOMINATIONS COMMITTEE (cont'd)

Responsibilities cont'd)

- (c) Making recommendations to the Board on the composition of the Nominations Committee and the composition and chairmanship of the Audit and Remuneration Committees.
- (d) Reviewing regularly the structure, size and composition of the Board (including the balance of skills, experience, independence and knowledge of the Non-Executive Directors) and making recommendations to the Board with regard to any changes.
- (e) Reviewing proposals for changes in responsibilities of Board members.
- (f) Making recommendations to the Board concerning any matter relating to the continuation in office of any Director at any time.
- (g) Making recommendations to the Board as to the appropriate processes for the appointment of Board members and the Company Secretary and, where appropriate, the reappointment of Non-Executive Directors.
- (h) Reviewing at least annually succession planning both to the Board and to the senior management grade immediately below Board level.