



There shall be established a committee of the board, duly constituted in accordance with the main provisions of the 2018 UK Corporate Governance Code and the Irish Corporate Governance Annex thereto (the "Governance Code") and the Company's articles of association, to be known as the Nomination Committee.

References to 'the committee' are to 'the Nomination Committee'

References to 'the board' are to 'the board of directors'

## **1. MEMBERSHIP**

1.1. Members of the committee shall be appointed by the board. The membership of the committee shall comprise a majority of independent non-executive directors of the board for the time being. The committee shall have at least three members.

1.2. Only members of the committee have the right to attend committee meetings. However, other individuals such as the external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3. Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership

of the committee.

1.4. The board shall appoint the committee chair who should be either the chair of the board or an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The chair of the board shall not chair the committee when it is dealing with the matter of succession to the chairship.

1.5. The members of the committee can be varied at any time by a majority resolution of the existing members of the committee save that any additional appointment must still be an independent non-executive director.

## **2. SECRETARY**

2.1. The company secretary or his or her nominee shall act as the secretary of the committee.

## **3. QUORUM**

3.1. The quorum necessary for the transaction of business shall be two, both of whom must be independent 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 in or exercisable by the committee.

#### **4. FREQUENCY OF MEETINGS**

- 4.1. The committee shall meet at least twice a year and otherwise as required.

#### **5. NOTICE OF MEETINGS**

- 5.1. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or the board. Any member may also call a meeting of the Committee.
- 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 member of the committee, any other person required to attend and all other non-executive directors, if any, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

#### **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. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board, if any, unless it would be inappropriate to do so.

#### **7. ANNUAL GENERAL MEETING**

- 7.1. The committee chair should attend the annual general meeting of the Company to answer any shareholder questions on the committee's activities.

#### **8. DUTIES**

- 8.1. The committee should carry out the duties below in respect of the Company and, where appropriate, reference to the Company includes its subsidiaries and the group as a whole:-
- 8.2. regularly review the structure, size and composition of the board and make recommendations to the board with regard to any changes;
- 8.3. assess the effectiveness and performance of the board and each of its committees including consideration of the balance of skills, experience, independence and knowledge of the Company on the board, its diversity, including gender, how the board works together as a unit, and other factors relevant to its effectiveness;
- 8.4. give full consideration to succession planning for directors and other senior executives of the Company, if any, in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future, in particular with respect to the chair of the Company;
- 8.5. be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
- 8.6. before any appointment is made by the

- board, evaluate the balance of skills, knowledge, experience, independence and diversity on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee:
- 8.6.1. shall have the option (but not the obligation) use open advertising or the services of external advisers to facilitate the search;
- 8.6.2. shall consider candidates from a wide range of backgrounds; and
- 8.6.3. shall consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.
- 8.7. for the appointment of a chair of the Company, the committee should prepare a job specification, including the time commitment expected, recognising the need for availability in the event of crises. The proposed chair's other significant commitments should be disclosed to the board before the appointment and any changes to the chair's commitments should be reported to the board as they arise and included in the annual report;
- 8.8. prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 8.9. ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
- 8.10. review the results of the board performance evaluation process that relate to the composition of the board;
- 8.11. 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;
- 8.12. keep under review the leadership needs of the Company with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- 8.13. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates; and
- 8.14. consider such other matters as may be requested by the board of directors.
- The committee shall also make recommendations to the board concerning:-
- 8.15. formulating plans for succession for non-executive directors and in particular for the key role of chair of the Company;
- 8.16. suitable candidates for the role of senior independent director, if required;
- 8.17. suitable candidates for the role of non-

- executive directors with responsibility for workforce engagement, if required;
- 8.18. membership of the audit and remuneration committee and any other board committees as appropriate, in consultation with the chairmen of those committees;
- 8.19. the re-appointment of any non-executive director of the Company at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required;
- 8.20. the re-election by shareholders of directors under the annual re-election provisions of the Governance Code<sup>4</sup> or 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 and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years); and
- 8.21. any matters relating to the continuation in office of any director at any time, including, if applicable, the suspension or termination of service of a director as an employee of the Company subject to the provisions of the law and their service contract.

## 9. REPORTING RESPONSIBILITIES

- 9.1. The committee chair shall report 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 produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search consultancy has been used, it should be identified in the annual report and a statement made as to whether it has any other connection with the Company. The report should also give an explanation if neither an external search consultancy nor open advertising has been used in the appointment of the chair or a non-executive director.
- 9.4. The report referred to in 9.3 above should include a statement of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving objectives and should also list the names of all members of the committee, the number of committee meetings and attendance by each member.

## 10. OTHER MATTERS

The committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3. give due consideration to the

provisions of the Governance Code and any other applicable rules and regulations, as appropriate;

- 10.4. arrange for periodic reviews of its own performance and, at least annually, review its 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;
- 10.5. oversee any investigation of activities which are within its terms of reference; and
- 10.6. make available its terms of reference, explaining its role and the authority delegated to it by the board.

conduct of its duties, including, without limitation, the matters referred to herein;

- 12.3. obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- 12.4. delegate any of its powers to one or more of its members or the secretary of the committee.

## 11. VOTING ARRANGEMENTS

<sup>4</sup>The Governance Code B.7.1

- 11.1. Each member of the committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the committee.
- 11.2. If a matter that is considered by the committee is one where a member of the committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 11.3. Save where he has a personal interest, the committee chair will have a casting vote.

## 12. AUTHORITY

The committee is authorised by the board to:

- 12.1. undertake any activity within its terms of reference;
- 12.2. do all matters as the committee believes appropriate in respect of the