

## **NOMINATIONS COMMITTEE**

Membership: Mr P D Skinner (Chairman)  
Sir Rod Eddington  
Mr Y Fortier  
Mr A F Gould  
Mr D L Mayhew

### **Terms of Reference**

#### **Membership and Attendance at Meetings**

The Committee shall be appointed by the Board and shall be chaired by the Chairman of the Company. In the Chairman's temporary absence, one of the other members nominated by the Chairman or elected by the other members of the Committee will act as Chairman. The Company Secretary shall be the secretary of the Committee and a quorum shall be two members.

The Committee shall meet not less than twice a year and at such other times as any member of the Committee shall require.

#### **Duties**

##### **Board composition and performance**

1. to review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes.
2. to review annually the time required to be committed to Company business by non-executive directors.
3. evaluate performance to assess whether non-executive directors are spending enough time to carry out their duties;

##### **Board appointments**

1. to identify and nominate for the approval of the Board, candidates to fill board vacancies as and when they arise.
2. to evaluate, prior to making a recommendation for an appointment, the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, to agree on the skills and experience required for the position being filled.

Following any appointment to the Board, the Secretary will issue a formal letter of appointment to the new non-executive director, setting out clearly what is expected of him or her in terms of time commitment, committee service and involvement outside board meetings.

### Succession planning

1. to review succession planning for executive and non-executive directors and product group chief executives, taking into account the challenges and opportunities facing the company and the skills and expertise needed on the board in the future and to make recommendations to the board.
2. to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
3. to make recommendations in respect of re-appointment of any non-executive director at the conclusion of their specified term of office;
4. to review the re-election by shareholders of any director under the retirement by rotation provisions in the company's articles of association;
5. to review any proposed appointment of any director to executive or other office (other than to Chairman or Chief Executive of the Company) and to make a recommendation to the full board as appropriate.

### Annual report and financial statements

The Committee will make a statement in the annual report about its activities during the past year, the process applied in connection with any appointments. This report will also detail the membership of the committee, the number of committee meetings and attendance over the course of the year.

### Terms of reference

These terms of reference will be published on the Company's web site and will be available in hard copy on request.