

**NATIONAL WORLD PLC  
NOMINATION COMMITTEE  
TERMS OF REFERENCE**

**1. Membership**

- 1.1 The Nomination Committee shall comprise at least two Board Directors and must include the Executive Chairman. Other members of the Nomination Committee shall be appointed by the Board in consultation with the Chair of the Nomination Committee. The Chair of the Nomination Committee will be the Executive Chairman.
- 1.2 Only members of the Nomination Committee have the right to attend committee meetings. However, other individuals such as directors and any members of the advisors may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 1.3 Appointments to the Nomination Committee shall be subject to the provisions of the Companies Acts and the Company's Articles of Association.
- 1.4 In the absence of the Nomination Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.5 The Executive Chairman shall not chair the Nomination Committee Meeting when it is dealing with the appointment of his or her successor.

**2. Secretary**

The Nomination Committee will appoint a Secretary to the Nomination Committee.

**3. Quorum**

The quorum necessary for the transaction of business shall be two Nomination Committee members. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Nomination Committee.

**4. Frequency of meetings**

- 4.1 The Nomination Committee shall meet at least annually close to the end of the financial year and at such other appropriate times as the Nomination Committee shall require.

**5. Notice of meetings**

- 5.1 Meetings of the Nomination Committee shall be called by the Secretary of the Nomination Committee at the request of any of its members.
- 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 Nomination Committee, any other person required to attend, no

later than five working days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

## **6. Minutes of meetings**

The Secretary of the Nomination Committee shall minute the proceedings and decisions of all meetings of the Nomination Committee, including recording the names of those present and in attendance.

## **7. Annual General Meeting**

The Nomination Committee Chair will attend the Annual General Meeting (“AGM”) to answer shareholders’ questions on the Nomination Committee’s activities.

## **8. Duties**

**8.1** The Nomination Committee should carry out the duties below as appropriate:

**8.1.1** To review regularly and at least annually:

- the time required from a non-executive director and (possibly using performance evaluation) whether each non-executive director is spending enough time to fulfil his or her duties;
- the structure, size, composition, skills, knowledge and experience of the Board;
- the leadership needs of the Company to ensure that the Company continues to compete effectively in its marketplace;
- its own performance, constitution and terms of reference; and
- make recommendations to the Board about any matters arising.

**8.1.2** Board appointments:

- to be responsible for identifying and nominating for the approval of the Board candidates taken from a wide range of backgrounds to fill Board vacancies as and when they arise for any reason, including retirement by rotation.
- to evaluate, before making an appointment, the balances of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- to give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise that will be needed on the Board in the future.
- to ensure that, on appointment to the Board, Non-Executive Directors receive a contract setting out clearly what is expected of them in terms of time commitments, Nomination Committee service and involvement outside Board meetings.

**8.1.3** Recommendations to the Board:

- On plans for an orderly succession of the Chairman and Non-Executive Directors and a formal, rigorous and transparent procedure to be used by them.

- the re-appointment of any Non-Executive Director at the conclusion of their specified term of office.
- the re-election by shareholders of any Non-Executive Director under the retirement by rotation provisions in the Company's articles of association.
- the continuation in office of any Non-Executive Director at any time.
- the appointment of any Non-Executive Director, the recommendation for which would be considered at a meeting of the Board.
- the membership of the Audit and Risk Committee and Remuneration Committee, in consultation with the Chair of those committees and suitable candidates for the role of Senior Independent Director.

The Nomination Committee may also at any time recommend to the Board the appointment of additional non-executive directors and any executive directors (if such are considered to be appropriate).

## **9. Reporting responsibilities**

The Nomination Committee Chair shall report formally to the Board on its proceedings and shall produce a report on its activities to be included in the Company's annual report.

## **10. Other matters**

**10.1** The Nomination Committee shall have access to sufficient resources (internal and external) in order to carry out its duties and keep up to date and fully informed about strategic issues and commercial changes impacting the Company and the market in which it operates ;

**10.2** give due consideration to laws, regulations and reporting requirements; and

**10.3** arrange for periodic reviews of its own performance, at least annually. Performance will be reviewed by the Nomination Committee's Chair who will report to the Board.

## **11. Authority**

The Nomination Committee is authorised:

**11.1** To carry out such acts and deeds as are required to perform its duties;

**11.2** To seek any information and documents it requires from any officer or employee of the Company and its subsidiaries in order to perform its duties ;

**11.3** To invite/call for the attendance of any officer or employee of the Company and its subsidiaries to its meetings if it considers this necessary; and

**11.4** To carry out all duties set out in this Terms of Reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, appropriate professional advice on any matters within its Terms of Reference as it considers necessary.