

October 2020

A. Membership

1. The members of the Committee shall comprise all the non-executive directors of the Board.
2. The Committee Chairman will be the Chairman of the Board. In the absence of the Committee Chairman the remaining members present will elect one of their number, who must be an independent director, to chair the meeting.
3. The Company Secretary or their nominee will act as the Secretary of the Committee.

B. Meetings

4. The quorum necessary for meetings will be 2 independent non-executive directors and shall include any members participating by teleconference or videoconference.
5. A member of the Committee shall not be involved in any discussion or decision relating to their own position.
6. The Committee will meet when the Committee Chairman considers appropriate.
7. A meeting of the Committee may also be called by any member of the Committee or by the Secretary.
8. Formal decisions are passed by a simple majority vote, with the Committee Chairman holding a casting vote.
9. With the permission of the Committee Chairman, other individuals may be invited to attend all or part of any meeting.
10. Notice of meetings shall be provided by the Secretary of the Committee at the request of the Committee Chairman.
11. The Secretary will minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

C. Duties

12. The Committee shall:
 - 12.1 regularly review the structure, size, composition and diversity of the Board, the balance of skills, experience, knowledge and independence on the Board, and make recommendations to the Board with regard to any changes that are deemed necessary;
 - 12.2 arrange for the preparation and approve a description of the role and capabilities required for a particular Board appointment including the time commitment expected;

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- 12.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise following a formal, rigorous and transparent procedure based on merit and objective criteria (including the benefits of diversity);
- 12.4 to the extent practicable, satisfy itself that plans are in place for an orderly succession for appointments to the Board and the Executive level including the Company Secretary appointments;
- 12.5 oversee the development of diversity objectives and strategies for the Group and an Executive pipeline;
- 12.6 keep under review the number of external directorships held by directors and declarations by directors of conflicts and potential conflicts;
- 12.7 ensure that all directors undergo an appropriate induction plan and consider any training requirements; and
- 12.8 evaluate its own performance.

13. It will also make recommendations to the Board:

- 13.1 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office;
- 13.2 concerning the annual proposal for re-election by shareholders of all directors having regard to their performance and ability to contribute;
- 13.3 concerning any matters relating to the continuation in office as a director of any director at any time;
- 13.4 concerning the appointment of any director to executive or other office other than to the positions of Chairman. The recommendation for that appointment would be considered at a meeting of all the independent non-executive directors;
- 13.5 with regard to the membership and chairmanship of the other Board Committees and the position of Senior Independent Director; and
- 13.6 with regard to any update to these Terms of Reference.

D. Authority

- 14. The Committee is authorised to seek any information it requires from any employee of any Group company in order to perform its duties.
- 15. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 16. The Committee shall give due regard to the UK Corporate Governance Code, the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any applicable laws and regulations.
- 17. The Committee may, as it deems appropriate, delegate authority to a sub-committee comprising one or more executive directors to conclude the final details of and implement decisions taken by the Committee.

E. Reporting

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18. The Annual Report shall contain a description of the work of the Committee in discharging its responsibilities.

F. Annual General Meeting

19. The Committee Chairman will attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.