



Nomination Committee

Terms of Reference

1 Membership

- 1.1 The Committee shall comprise at least three directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Group VP of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 Appointments to the Committee are made by the Board on the recommendation of the nomination committee and shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members shall be independent non-executive directors.
- 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 or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chair.
- 1.5 The Committee Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

2 Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3 Quorum

The quorum necessary for the transaction of business of the Committee shall be 2 members. A duly convened meeting of the Committee at which a quorum is present (attendance by telephone, video conference or similar is acceptable for the purposes of determining a quorum) shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Meetings

- 4.1 The Committee shall meet at least twice a year and at such other times as the Chair of the Committee shall require.
- 4.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair of the Committee. The Secretary of the Committee shall ascertain, at the

beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

4.3 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, sufficiently in advance of, and in any event no later than 3 working days before, the date of the meeting.

4.4 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chair of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

5 **Annual General Meeting**

The Chair of the Committee should where possible attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

6 **Engagement with Shareholders**

The Chair of the Committee should seek engagement with shareholders on significant matters related to the Committees' areas of responsibility.

7 **Duties**

7.1 The Committee shall:

7.1.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board with regard to any changes;

7.1.2 give full consideration to succession planning for directors and senior management based on merit and objective criteria, taking into account the challenges and opportunities facing the Company, the skills and expertise needed on the Board in the future, the length of service of the Board as a whole and the need for its membership to be regularly refreshed;

7.1.3 satisfy itself that plans are in place for orderly succession to both the Board and senior management positions and oversee the development of a diverse pipeline for succession;

7.1.4 keep under review the leadership needs of the organisation, relating both to the Board and senior management, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

7.1.5 keep up to date and fully informed about the strategic issues and commercial changes affecting the long-term sustainable success of the Company and the market in which it operates;

7.1.6 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- 7.1.7 before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience and diversity, including gender 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 shall:
- (a) use such open advertising or the services of external advisers to facilitate the search as the Committee considers appropriate;
 - (b) consider candidates from diverse backgrounds; and
 - (c) consider candidates on merit, against objective criteria and with due regard for promoting diversity of gender, social and ethnic backgrounds, and cognitive and personal strengths on the Board, taking care that appointees have enough time available to devote to the position;
- 7.1.8 for the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- 7.1.9 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. Proposed appointees should also be required to disclose other significant commitments to the Board, indicating the time involved;
- 7.1.10 ensure there is an annual evaluation of the performance of the Board, its committees, the Chair and individual directors;
- 7.1.11 review the results of the performance evaluation process that relate to the composition of the Board;
- 7.1.12 ensure that evaluation of the Board is externally facilitated at least every three years;
- 7.1.13 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. The number of external appointments held by each director should also be kept under review; and
- 7.1.14 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.
- 7.2 The Committee shall also make recommendations to the Board concerning:
- 7.2.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chair and Chief Executive Officer (but see 7.2.8 below);
 - 7.2.2 suitable candidates for the role of senior independent director;

- 7.2.3 membership of the Audit and Remuneration Committees, in consultation with the chair of those committees;
- 7.2.4 the re-appointment of any non-executive director 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 and the Company's long term sustainable success, in the light of the knowledge, skills and experience required and the length of service of the Board as a whole and its membership being regularly refreshed;
- 7.2.5 the continuation (or not) in service of any director who has reached the age of 72;
- 7.2.6 the re-election by shareholders of any director, under the 'retirement by rotation' provisions in the Company's articles of association or under the annual re-election of all directors policy the UK Corporate Governance Code (the "**Code**") having due regard to their performance and ability to continue to contribute to the Board and the Company's long-term sustainable success in the light of the knowledge, skills and experience required and the need to progressively refresh the Board (particularly in the circumstances in which a director has already served for six years);
- 7.2.7 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
- 7.2.8 the appointment of any director to executive or other office. (The recommendation for positions of Chair and Chief Executive Officer should be considered at a meeting of the full Board).

8 Reporting Responsibilities

- 8.1 The Committee Chair shall report to the Board on its proceedings after each meeting.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Committee shall produce a report to be included in the Company's Annual Report describing its work, including:
 - 8.3.1 its activities, the membership of the Committee, number of meetings and attendance over the course of the year;
 - 8.3.2 identifying any external search consultancy that has been engaged, together with a statement about any other connection it has with the Company;
 - 8.3.3 identifying any external evaluator together with a statement about any other connection it has with the Company;
 - 8.3.4 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - 8.3.5 how Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;

- 8.3.6 the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
- 8.3.7 the gender balance of those in the senior management team and their direct reports.
- 8.4 When 20 per cent or more shareholder votes have been cast against the Board's recommendation for a resolution relating to nomination(s), the Committee shall engage in appropriate discussions as necessary with shareholders and ensure that an update on the views received from shareholders and actions taken is published no later than six months after the relevant shareholder meeting. The Annual Report shall include a summary of the impact that the feedback has had on the decisions that the Board has taken and any actions or resolutions now proposed.
- 8.5 The Committee shall ensure, through the Chair of the Board, that the Company maintains contact and the Committee Chair seeks engagement, as required, with the Company's major shareholders on significant matters related to the Committee's areas of responsibility.
- 8.6 These terms of reference shall be made publicly available on the Company's website.

9 **Other**

The Committee shall:

- 9.1 at least once a year, review its own performance, composition, diversity, 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;
- 9.2 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 9.3 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; and
- 9.4 give due consideration to laws and regulations, the provisions of the Companies Act 2014, the Code, the Irish Corporate Governance Annex, the requirements of the relevant Listing Rules, Prospectus, Market Abuse and Transparency Rules and any other applicable rules as appropriate..

10 **Authority**

- 10.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties. All employees are directed to co-operate with any request made by the Committee.
- 10.2 The Committee is authorised to carry out all duties set out in its terms of reference and to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Date adopted: 3 December 2020