

WILMINGTON PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1 MEMBERSHIP

- 1.1 Members of the Nomination Committee ("Committee") shall be appointed by the Board of Directors ("Board") and shall be made up of least three members.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, such other individuals as the Committee may from time to time determine may be invited to attend for all or part of any meeting, as and when appropriate.
 - 1.2.1.1 The Board shall appoint the Committee Chair who should be an independent



6 MINUTES OF MEETINGS

- 6.1 Any one member of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 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.

7 ANNUAL GENERAL MEETING

7.1 The Committee Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8 DUTIES

The Committee shall:

- 8.1 review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make appropriate recommendations to the Board with regard to any changes;
- 8.2 give consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 8.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 8.4 before appointment is made by the Board, evaluate the balance 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. In identifying suitable candidates the Committee shall:
 - 8.4.1 consider candidates from a wide range of backgrounds; and
 - 8.4.2 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 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.
- 8.6 The Committee shall also make recommendations to the Board concerning:
 - 8.6.1 suitable candidates for the role of senior independent director;
 - 8.6.2 membership of the Audit and Remuneration Committees, in consultation with the Chairs of those Committees;
 - 8.6.3 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 in the light of the knowledge, skills and experience required;
- 8.7 The Committee shall consider such other matters as may be requested by the Board.



9 REPORTING RESPONSIBILITIES

- 9.1 The Committee Chair shall report formally 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 make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10 OTHER

10.1 The Committee shall, at least once a year, review its own performance, 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.

11 AUTHORITY

- 11.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2 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.

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