

**MACRO 4 PLC (THE "COMPANY")**

**NOMINATION COMMITTEE (THE "COMMITTEE")  
TERMS OF REFERENCE**

**1 MEMBERSHIP**

- 1.1 The Committee shall comprise not less than two members. A majority of the members should be independent non-executive directors. All members shall be appointed by the Board.
- 1.2 The Board shall appoint the Committee Chairman ("the Chairman") who should be either the Chairman of the Board or an independent non-executive director. The Chairman of the Board shall not be permitted to chair the Committee when it is dealing with the appointment of a successor to the chairmanship.
- 1.3 Quorum for a meeting shall be two members, both of whom must be independent non-executive directors.
- 1.4 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 1.5 Only members of the Committee have the right to attend Committee meetings but other individuals may attend by invitation.

**2 SECRETARY**

The company secretary or their nominee shall act as the secretary of the Committee (the "**Secretary**").

**3 MEETINGS**

- 3.1 The Committee shall meet as and when the need arises but at least once a year and meetings may be held by telephone.
- 3.2 No member of the Committee shall attend or form part of the quorum in relation to any appointment in which he/she has a personal interest.
- 3.3 If the Chairman is not present at a meeting of the Committee, then the remaining members present shall elect one of their number to chair the meeting.
- 3.4 The Secretary shall circulate the minutes of the meetings of the Committee, once approved to all the members of the Board unless a conflict of interest exists.

## **4 DUTIES**

4.1 The Committee shall:

- (a) regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board with particular regard to the balance of executive and non-executive directors including independent non-executive directors and make recommendations to the Board with regard to any changes proposed;
- (b) give full consideration to succession planning for directors taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- (c) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (d) before any 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 normally use open advertising or the services of external advisers to facilitate the search;
- (e) 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;
- (f) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (g) periodically review the time required from non-executive directors in order to properly fulfil their duties; and
- (h) 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.

4.2 The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive directors of the Company and in particular for the key roles of Chairman of the Board and Chief Executive;
- (b) suitable candidates for the role of senior independent director;
- (c) the reappointment of any non-executive director at the conclusion of their specified office;
- (d) 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 applicable service contract; and
- (e) the appointment of any director to executive or other office.

## **5 REPORTING RESPONSIBILITIES**

- 5.1 The Chairman shall report to the Board on the Committee's proceedings.
- 5.2 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.
- 5.3 The Chairman (or if he is unable to be present, another member designated for the purpose) shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

## **6 REVIEW**

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.

## **7 AUTHORITY**

- 7.1 The Committee is authorised to seek any information it requires from any employee or director of the Company in order to perform its duties.
- 7.2 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.