

## TULLETT PREBON PLC

### Nomination Committee Terms of Reference

#### 1. Membership

- 1.1 Members of the Nomination Committee ("the Committee") shall be appointed from time to time by the Board and shall consist of not less than three directors of whom the majority shall be non-executive directors.
- 1.2 The chairman of the Committee, who shall be either the Chairman of the Board or an independent non-executive director, shall be appointed from time to time by the Board. However, the Chairman of the Board may not act as chairman of the Committee when dealing with his own replacement. Where at any meeting of the Nomination Committee an equal number of votes have been cast for and against any resolution, the Chairman of the Committee shall be entitled to a casting vote.
- 1.3 Members of the Committee shall be identified in the Directors' Report included in the Company's statutory accounts.

#### 2. Secretary

The secretary of the Committee shall be appointed from time to time by the Committee.

#### 3. Authority of the Committee

The Committee, giving full consideration to the principles of good governance and the Code of best practice contained in The Revised Combined Code on Corporate Governance, shall on behalf of the Board:

- (i) review the balance and skill, knowledge and experience of the Board and make recommendations as to adjustments or measures (including training and succession planning) that may be appropriate;
- (ii) agree and implement procedures for the selection of new Board appointments;
- (iii) review candidate specifications and make recommendations to the Board on all proposed new appointments and on any proposed re-election of an existing director retiring by way of rotation or otherwise at any annual general meeting of the Company;
- (iv) and investigate into, and report and/or make recommendations regarding, any matter in any way connected with the matters which the Committee is to determine or on which it is to advise, or which is referred to the Committee by the Board of Directors of the Company.

#### 4. Consultation and External Advice

- 4.1 The Committee may consult the chairman and/or the chief executive about its proposals and may be assisted by external agencies.
- 4.2 The Committee is authorised to obtain all necessary information from within the Company and to access professional advice inside and outside the Company, as it considers necessary.

## **5. Reporting Procedures**

A note of the decisions of the Committee signed by the chairman of the Committee shall be a sufficient record and conclusive evidence of the validity of the Committee's decisions. The Chairman of the committee shall attend each AGM and shall be available to answer questions raised by shareholders at the AGM.

## **6. Procedural Matters**

- 6.1 The quorum of the Committee shall be two members, both of whom should be independent non-executive directors.
- 6.2 Meetings of the Committee shall be held as required.