

**PageGroup plc (the “Company”)**  
**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

**1. CONSTITUTION**

The Committee has been established by resolution of the Board and is to be known as the Nomination Committee (the “Nomination Committee”).

**2. PURPOSE**

The Nomination Committee is responsible for ensuring that the Company has the executive and non-executive Board leadership it requires, both now and in the future. In particular, the Committee is responsible for assessing and nominating members to the Board; maintaining the right mix of character, diversity, skills and experience on the Board and its committees; and making recommendations to the Board on succession and development plans for members of both the Board and senior management.

**3. MEMBERSHIP**

3.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than four members. A majority of the members of the Nomination Committee shall be independent non-executive directors of the Company and the Chair shall be either the Chair of the Board or an independent non-executive director.

3.2 Appointments to the Nomination Committee shall be for a period of up to three years which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Nomination Committee.

3.3 A member of the Nomination Committee shall not participate in any discussions regarding his or her reappointment, re-election or succession.

3.4 In the absence of the Nomination Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. Additionally the Chair of the Board shall not chair the Nomination Committee when it is dealing with the matter of Chair succession.

3.5 If any member of the Nomination Committee is unable to act for any reason, the Chair of the Nomination Committee may appoint any other non-executive director of the Company to act as that member’s alternate.

3.6 The Board shall regularly review the membership of the Nomination Committee to ensure membership is refreshed and undue reliance is not placed on particular individuals.

**4. SECRETARY AND MINUTES OF MEETINGS**

4.1 The Company Secretary or his or her nominee shall act as the secretary of the Nomination Committee and will ensure that the Nomination Committee receives information and papers in a timely manner to enable full and proper consideration of the issues.

4.2 The secretary shall keep appropriate records and minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.

4.3 The secretary shall keep a record of any person who, or firm which, provides search consultancy services to or otherwise materially assists the Nomination Committee.

4.4 Draft minutes of Nomination Committee meetings shall be circulated promptly to all members of the Nomination Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Chair of the Nomination Committee it would be inappropriate to do so.

**5. QUORUM**

A quorum shall be two members present and voting on the matter for decision, one of whom shall be the Chair of the Nomination Committee (or his duly appointed alternate) and the other shall be an independent director.

**6. ATTENDANCE AT MEETINGS**

6.1 Only members of the Nomination Committee have the right to attend Nomination Committee meetings. However, other individuals such as the Chief Executive Officer, the Group Human

Resources Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

- 6.2 Only members of the Nomination Committee shall have a right to vote at Nomination Committee meetings.

## **7. FREQUENCY OF MEETINGS**

The Nomination Committee shall meet at least twice a year or otherwise as required.

## **8. NOTICE OF MEETINGS**

- 8.1 Meetings of the Nomination Committee shall be called by the secretary of the Nomination Committee at the request of the Chair of the Nomination Committee.

- 8.2 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 Nomination Committee, any other person required to attend and all other non-executive directors, no later than three days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

- 8.3 Unless varied by these terms of reference, meetings and proceedings of the Nomination Committee will be governed by the Company's Articles of Association regarding the meetings and proceedings of directors.

## **9. AUTHORITY**

- 9.1 The Nomination Committee is authorised by the Board to investigate any matter within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Nomination Committee.

- 9.2 The Nomination Committee is authorised by the Board to obtain outside professional advice including search consultants at the expense of the Company and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Nomination Committee will act in conjunction with the Chair of the Board.

- 9.3 These terms of reference may be amended from time to time as required, subject to approval by the Board, and shall be made available on the Company's website in accordance with the Code.

## **10. DUTIES**

The Nomination Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate.

- 10.1 The Nomination Committee shall:

- (a) regularly review the structure, size and composition (including the character, skills, knowledge, experience, independence and diversity) of the Board and make recommendations to the Board with regard to any changes;
- (b) Ensure plans are in place for orderly succession to board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.;
- (c) give full consideration to development and succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board in the future;
- (d) 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;
- (e) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (f) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- (g) seek advice from external advisers or use open advertising (or both) if appropriate, in relation to seeking and selecting candidates for any appointments;
- (h) before any appointment is made by the Board, evaluate the mix of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Nomination Committee shall use open advertising or the services of external advisers to facilitate the search, consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have time available to devote to the position;
- (i) for the appointment of a Chair of the Board, prepare a job specification, including the time commitment expected. A proposed Board Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Board Chair's commitments should be reported to the Board as they arise;
- (j) prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board ;
- (k) prior to the appointment of a director, review a candidate's other commitments and ensure that, on appointment, the candidate has sufficient time to undertake the role. In particular, if the candidate is to be appointed as a full time executive director of the Company, except in the case of special circumstances and approved by the Board, to ensure he or she is not a non-executive director of more than one FTSE company, and not the Chair of any company;
- (l) 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;
- (m) review the results of the Board performance evaluation process that relate to the composition of the Board;
- (n) review annually the time required from the Board Chair, the senior independent non-executive director and the non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- (o) develop and recommend to the Board appropriate criteria for determining director independence with reference to the Code;
- (p) periodically review the terms of appointment, but not the fees, of non-executive directors; and
- (q) work and liaise as necessary with all other committees of the Board, ensuring the interaction between Committees and with the Board is reviewed regularly.

- 10.2 The Nomination Committee shall also make recommendations to the Board concerning:-
- (a) any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
  - (b) suitable candidates as new directors and succession for existing directors;
  - (c) membership of the Audit and Remuneration Committees, and any other committees of the Board as appropriate, in consultation with the Chair of each of those committees;
  - (d) the reappointment 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 knowledge, skills and experience required in order to assist the Board in making disclosures required under the Code;
  - (e) the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability and why their contribution is important to the company's long-term sustainable success in the light of the skills, experience and

- knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as whole;
- (f) 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;
  - (g) the appointment of any executive to director or other office; and
  - (h) the Board's policy on boardroom diversity, including reporting to the Board on the implementation of the policy and the progress made in achieving any objectives set out in the policy.
- 10.3 The Nomination Committee shall, in relation to conflicts of interests and potential conflicts of interests for directors:
- (a) review directorships and other positions held by any person being considered for appointment to the Board in either an executive or a non-executive capacity;
  - (b) review any proposed additional directorship or other position being considered by any existing director;
  - (c) consider whether, in the case of non-executive directors, such other appointments could impact the proposed director's independence status or, in the case of all directors, give rise to an actual or potential conflict of interest; and
  - (d) consider and make recommendations to the Board as to whether any actual or potential conflicts should be authorised, and if so, as to the terms and conditions on which any such authorisation should be given by the Board.

## **11. ENGAGEMENT WITH SHAREHOLDERS**

The Chair of the Nomination Committee shall be available at the Annual General Meeting to answer questions on the Nomination Committee's activities. In addition the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## **12. REPORTING TO THE BOARD**

- 12.1 The Chair of the Nomination Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 12.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **13. REPORTING TO SHAREHOLDERS**

- 13.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 13.3 The Committee shall produce a report to be included in the company's annual report describing the work of the nomination committee, including:
  - a) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
  - b) how the 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;
  - c) 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
  - d) the gender balance of those in the senior management team and their direct reports.

## **14. OTHER MATTERS**

- The Nomination Committee shall:
- 14.1 have access to sufficient resources in order to carry out its duties and the Company, through its management, shall provide all reasonable assistance to the Nomination Committee with respect to the provision of information and support as the Nomination Committee may request to enable it to carry out its responsibilities;

- 14.2 be authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- 14.3 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;
- 14.4 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable published rules or guidelines, as appropriate;
- 14.5 arrange for an annual review of its own performance and, at least annually, review its 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; and
- 14.6 review its annual agenda and activities to ensure that it is fulfilling its responsibilities and complying with its terms of reference.