

NOMINATIONS COMMITTEE

Constitution

1. The Board hereby resolves to establish a committee of the Board under the powers conferred by Article 96 of the Articles of Association of the Corporation to be known as the Nominations Committee. This resolution supersedes all previous resolutions of the Board relating to the establishment, constitution and duties of the Nominations Committee.

Membership

2. The Committee shall be appointed by the Board from among the independent non-executive directors of the Corporation and shall consist of not less than two members. The Corporation's Chairman may also be a member of the Committee. The quorum shall be two of the members.
3. An independent non-executive director is defined as any non-executive director who has been deemed independent by the Board in accordance with reporting requirements of the UK Corporate Governance Code (the "Code").
4. The Chairman of the Committee shall be appointed by the Board, and may be the Chairman of the Board (save that he/she should not chair the Committee when it is dealing with the appointment of his/her successor). In the absence of the Chairman of the Committee, those remaining committee members present shall elect one of their number to chair the meeting.

Attendance at meetings

5. Other directors (including the Chief Executive) shall not attend meetings except at the invitation of the Committee Chairman.

Secretary

6. The Company Secretary will act as the secretary of the Committee.

Frequency of meetings

7. The Committee shall meet at least once each year in February and at such other times as the Chairman of the Committee shall require.

Authority

8. The Committee is authorised by the Board to undertake any activity which it considers to be relevant to the carrying out of its duties, including authority to seek any information it requires from any employee.
9. The Committee is authorised by the Board to obtain external independent professional advice at the Corporation's expense, and to engage appropriate external consultants or other professionals to undertake such activities as the

Committee may instruct so long as these are relevant to the carrying out by the Committee of its duties.

Duties

10. The Duties of the Committee shall be to:
 - a) Keep under review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
 - b) Prepare a description of the role and capabilities required for a particular appointment.
 - c) Be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise having regard for the requirements laid down in the Code;
 - d) Make recommendations to the Board about plans for succession, in particular of the Chairman and the Chief Executive and make recommendations about the composition of the Audit Committee;
 - e) Make recommendations to the Board about the annual re-election of all directors;
 - f) Make recommendations to the Board about the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive of the Corporation.
 - g) Ensure that the Board and its Committees are constituted so as to comply with relevant prescriptions of the Code.

11. The Committee should have particular regard for the need to develop a diverse pipeline of Board members and senior executives, including considering the needs of the Corporation's objectives and strategy.

Reporting Procedures

12. The Chairman of the Committee shall report the Committee's decisions and recommendations to the next available meeting of the Board.

February 2019