

**NETWORK INTERNATIONAL HOLDINGS PLC
TERMS OF REFERENCE
NOMINATION COMMITTEE**



NETWORK INTERNATIONAL HOLDINGS PLC

(the **Company**)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(approved at a meeting of the board of directors of the Company held on 29 March 2019)

Members of the nomination committee, each appointed as at 29 March 2019

Rohinton Kalifa (Chair), Victoria Hull, Darren Pope and Habib Al Mulla

Constitution

1. It is resolved that a committee of the board of the Company (the **Board**) be established, to be known as the nomination committee (the **Nomination Committee**).
2. These terms of reference will be made available on the Company's website.

Membership

3. The Nomination Committee shall be appointed by the Board in accordance with the Company's articles of association.
4. The Nomination Committee shall comprise a minimum of three members, the majority of whom shall be independent non-executive directors. Where a member is determined by the Board to no longer be independent and, as a result, the majority of the members of the Nomination Committee are no longer independent non-executive directors, that member shall cease to be a member of the Nomination Committee.
5. The chair of the Nomination Committee shall be appointed by the Board from among the members of the Nomination Committee and shall be either the chair of the Board or an independent non-executive director but the chair of the Board must not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship (an **Eligible Person**). In the absence of the chair of the Nomination Committee (and/or an appointed deputy or alternate chair), the members present at any meeting of the committee shall elect one of their number who is an Eligible Person to chair the meeting.
6. Each member shall hold office as a committee member 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.
7. The Board must from time to time review the composition of the Nomination Committee to ensure that membership of the Nomination Committee rotates amongst the Company's non-executive directors.
8. 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 agreed by the other members of the Nomination Committee, to act as that member's alternate (provided that if the member who is unable to act is an independent non-executive director, such member's alternate shall also be an independent non-executive director).
9. The company secretary or his or her nominee shall be the secretary of the Nomination Committee (the **Secretary**). The Secretary shall ensure that the committee receives

information and papers in a timely manner to enable full and proper consideration to be given to issues.

10. Each member of the Nomination Committee shall disclose to the committee:
 - (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Nomination Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Nomination Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Nomination Committee.

Meetings

11. The Nomination Committee shall meet as required with a minimum of two meetings per financial year of the Company and at such other times as the chair of the committee shall require.
12. No one other than the members of the Nomination Committee are entitled to be present at a meeting of the Nomination Committee. The members shall, however, have the discretion to decide who else shall be invited to attend for all or part of any meeting, as and when appropriate and necessary.
13. The quorum for meetings of the Nomination Committee shall be two members, both of whom should be an independent non-executive director, present throughout the meeting in person or by telephone. A duly convened meeting of the Nomination 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 Nomination Committee.
14. Meetings of the Nomination Committee shall be called by the Secretary at the request of the chair.
15. Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and, where appropriate, supporting papers shall be forwarded to each member of the Nomination Committee, each non-executive director and to each other person invited to attend, no later than five working days prior to the date of the meeting. All reasonable efforts shall be made to arrange such meetings so that members are able to attend them.
16. A member of the Nomination Committee may participate in a committee meeting by telephone.
17. In the event of an equality of votes, the chair of the Nomination Committee shall have a casting vote.
18. The Secretary shall prepare minutes of any meeting of the Nomination Committee, including the names of those present and in attendance, and, after approval and signature by the chair of the Nomination Committee, shall circulate the minutes to all members of the Nomination Committee and to the chair of the Board and, once agreed, to all other members of the Board.

19. The Secretary shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
20. The chair of the Nomination Committee shall be available to answer questions about the committee's activities at the annual general meeting of the Company. All members of the Nomination Committee shall also attend the annual general meeting.

Duties

21. The duties of the Nomination Committee shall be to:
 - (a) review the structure, size and composition of the Board (including skills, experience, independence, knowledge and diversity) of the Board and make recommendations to the Board with regard to any changes;
 - (b) give full consideration to succession planning for directors and members of senior management in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills, knowledge, diversity, independence and expertise needed on the Board in the future;
 - (c) keep the leadership needs, at Board level, under review (both executive and non-executive) with a view to ensuring the continued ability of the Company to compete effectively in the market;
 - (d) keep up to date and fully informed about the Company's strategic priorities and the main trends and factors affecting the long-term success and future viability of the Company;
 - (e) lead the process for Board appointments and make recommendations to the Board.
 - (f) before any appointment is made by the Board:
 - (i) consider any conflicts, or possible conflicts, with the interests of the group, as disclosed by candidates;
 - (ii) consider any significant commitments that the candidates may have, including the indication of the time involved with such commitments; and
 - (ii) evaluate the balance of skills, experience, independence, knowledge and diversity on the Board, and the future challenges affecting the business 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 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, sector experience and professional background, taking care that appointees have enough time available to devote to the position;

- (g) to consider requests for approval and to advise the Board where any director seeks consent to take on an additional external appointment, and to ensure that the reasons for permitting any significant appointment are disclosed in the annual report;
- (h) assist with any evaluation process to assess the overall and individual performance and effectiveness of the Board and its committees, including consideration of the

balance of skills, experience, independence and knowledge of the Company on the Board, its diversity, including gender, sector experience and professional background, how the Board works together as a unit, and other factors relevant to its effectiveness;

- (i) review the results of the Board's annual performance evaluation that relate to the composition of the Board;
- (j) review annually the time required from a non-executive director and assess whether he contributes effectively and demonstrates commitment to the role (performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil his duties);
- (k) actively monitor the Company's policy on diversity, including gender, sector experience and professional background and any measurable objectives that it has set in implementing the policy, and progress on achieving the objectives;
- (l) prepare a job specification for the appointment of a chair, including an assessment of the time commitment expected, recognising the need for availability in the event of crises; and
- (m) arrange for non-executive directors to receive a formal letter of appointment to the Board, on their appointment, setting out the expected time commitment, committee service expected of them and their involvement outside Board meetings.

22. The Nomination Committee shall make recommendations to the Board with regard to:

- (a) plans for succession for executive and non-executive directors and in particular the key roles of chair and chief executive;
- (b) the appointment of the senior independent non-executive director;
- (c) membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairs of those committees;
- (d) the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code having given due regard to his or her performance and ability to continue to contribute to the Board in the light of the knowledge, skills, and experience required and the need for progressive refreshing of the board (particularly in relation to directors having served for at least six years); and
- (e) the appointment of any director to an executive or other office of the Company (other than to the positions of chair and chief executive, the recommendation for which would be considered at a meeting of the Board).

23. In nominating any directors, the Nomination Committee must also have regard to the provisions of the Company's relationship agreements.

24. The Nomination Committee is authorised by the Board to investigate any activity within the scope of its duties.

Reporting responsibilities

25. The chair of the Nomination Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
26. 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.
27. The chair of the Nomination Committee shall seek engagement with shareholders on significant matters related to his or her areas of responsibility.
28. The Nomination Committee shall compile a statement on its activities to be included in the Company's annual report which describes the roles and responsibilities of the Nomination Committee and actions taken by the committee to discharge those responsibilities, including:
 - (a) the process it has used in relation to Board appointments (including the identification of any external search consultancy used by the Company, alongside a statement about any other connection it has with the Company or individual directors), and its approach to succession planning and how both support developing a diverse pipeline;
 - (b) a description of how the Board evaluation has been conducted, the nature and extent of any external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence Board composition;
 - (c) an explanation of the Company's policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented, progress on achieving the objectives, and the gender balance of those in senior management and their direct reports; and
 - (d) a description of how the Nomination Committee composition requirements have been addressed, including a list the names of all members of the committee, the number of committee meetings and attendance by each member.

Performance, resources and training

29. The Nomination Committee shall:
 - (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
 - (b) 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;
 - (c) arrange for periodic reviews of its own performance and, at least annually, 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; and
 - (d) give due consideration to laws and regulations, and any applicable rules and guidance, as appropriate.
30. The Nomination Committee is authorised by the Board:

- (a) to employ the services of such advisers as it deems reasonably necessary to fulfil its responsibilities, including employing search consultants, at the Company's expense;
- (b) to call any employee to be questioned at a meeting of the committee, as and when required;
- (c) to obtain outside legal or other independent professional advice on any matter within its terms of reference and to secure attendance of outsiders with relevant experience and expertise, if it reasonably considers this necessary, at the Company's expense; and
- (d) to seek any information it requires from any employee of the Company or group company in order to perform its duties.