



**Network International Holdings plc**

**Board Appointment Policy**



**Version 1.0**

**Effective Date: DD/MM/YEAR**

## NI Board Appointment Policy

1. The Network International Holdings plc's Board (the "Board") is responsible for appointing new Directors. As part of the appointment process, the Board will review recommendations made by the Nominations Committee.
2. When reviewing the composition of the Board and considering the appointment of new Directors, the Board and the Nomination Committee will be guided by, and will aim to comply with The UK Corporate Governance Code 2018 (the 'Code'), with particular focus on the Principles and Provisions of Section 2 (Division of Responsibilities) and Section 3 (Composition, Succession and Evaluation), and provision 24 (the Audit Committee to include at least one member who has recent and relevant financial experience and the committee as a whole shall have competence relevant to the sector in which the company operates) and provision 32 (Before appointment, the Chair of the remuneration committee to have at least 12 months' experience on a remuneration committee). The Code can be found at: <https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code>
3. Board appointments will be made on merit against objective criteria developed by the Nominations Committee and endorsed by the Board. The Board, with the support of the Nominations Committee, will regularly review the Board's balance of skills, experience, independence and knowledge of the Company to ensure the Board and its Committees can discharge their respective duties and responsibilities effectively. In discharging this duty, the Board will have regard to the current and foreseeable future requirements of the Group taking into account the strategy, operational requirements, challenges, business model and marketplace, including the Group's wide geographic spread and international activity. The Board will also ensure there are succession plans in place and a progressive and timely refreshing of its membership.
4. The Board recognises and agrees with the benefits of diversity including, but not limited to, gender and ethnicity. In addition to the objectives and criteria described in paragraphs 2 and 3 above, the Board and the Nomination Committee will have due regard to the recommendations and targets of the Hampton-Alexander Review entitled 'FTSE Women Leaders – Improving Gender Balance in FTSE Leadership' and the Report into the Ethnic Diversity of UK Boards 'Beyond one by 21' conducted by the Parker Review Committee. Accordingly, both gender and ethnic specific diversity should be included in the search and selection criteria for additional Directors, including the drawing up of candidate lists.

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### POLICY SIGN OFF

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