

**JARVIS plc**  
**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

Constitution

- 1) The Board hereby resolves to establish a committee of the Board to be known as the Nomination Committee.

Membership

- 2) The Committee shall be appointed by the Board from amongst the independent non-executive directors of the Company together with the Chief Executive of the Company and shall consist of not less than two members. A quorum shall be two members.
- 3) The Chairman of the Committee shall be appointed by the Board

Attendance at Meetings

- 4) The Company Secretary shall normally attend meetings at the invitation of the Committee.
- 5) The Company Secretary shall be the secretary of the Committee

Frequency of Meetings

- 6) Meetings shall normally be held at least once a year and other meetings may be convened at the request of any non-executive director or the Chairman

Authority

- 7) The Committee is authorised by the Board to:
  - a) identify suitable candidates for appointment as directors of the Board either executive or non-executive;
  - b) recommend succession plans for both executive and non-executive directors;
  - c) consider the re-appointment of any non-executive director at the conclusion of their specified term of office;
  - d) consider the re-election by shareholders of any director under retirement by rotation provisions in the Company's articles of association
- 8) The Committee is authorised by the Board to obtain external professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## Duties

- 9) The duties of the committee shall include:
- a) responsibility for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
  - b) Evaluation of the balance of skills, knowledge and experience on the board and the consequent preparation of a description of the role and capabilities required for a particular appointment;
  - c) giving consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise need on the board;
  - d) to review the structure size and composition of the board (to include the skills, knowledge and experience) and make recommendations as to any changes required
  - e) to prepare a statement for inclusion in the Corporate Governance section of the Annual Report about its activities the process used for appointments and explanation if external advice or open advertising has not been used, the number of meetings and attendance of members at those meetings over the course of a year;
  - f) to ensure that on appointment to the board, non executive directors receive a formal letter of appointment setting out clearly what is required of them in terms of time commitment, committee service and involvement in outside board meetings;
  - g) make publicly available these terms of reference.

## Reporting procedures

- 10) Copies of the minutes of meetings shall be circulated to all members of the Board for approval at the Board Meeting following the meeting of the Committee.