

## **THORNTONS PLC**

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

Approved by the Board On 15 June 2005

#### **1 MEMBERSHIP**

Members and the Chairman of the Committee shall be appointed by the Board. The Committee shall normally consist of the Chairman of the Board and two independent non-executive directors, one of whom shall be the senior independent director. The Board may alter the membership according to the appointment to be made but shall at all times have a majority of independent non-executive directors. A quorum shall be two members. The Chairman of the Committee shall be the senior independent director.

#### **2. SECRETARY**

The Company Secretary or their nominee shall act as the Secretary of the Committee

#### **3. ATTENDANCE**

Any person may be invited to attend at the Chairman's discretion but shall not have a right of attendance.

No Board Director or Committee attendee shall participate in any discussion on his own re-election or any matter where a potential conflict of interest may arise.

#### **4. FREQUENCY AND NOTICE OF MEETINGS**

- a) Meetings shall be held as required by the Chairman of the Committee.
- b) Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee

#### **5. AUTHORITY**

- a) The Committee may obtain outside legal or other independent Professional advice if it considers this necessary
- b) The Committee is authorised to seek any information it requires from any employee in order to perform its duties

#### **6. ANNUAL GENERAL MEETING**

The Chairman of the Committee shall attend the AGM prepared to respond to any shareholder questions on the Committee's activities.

#### **7. DUTIES**

- a) Review and approve selection procedures for potential Board members, whether executive or non-executive, whether for immediate appointment to the Board or after a probationary period.

- b) Select suitable candidates from short lists provided, either of internal or external candidates.
- c) Make recommendations to the Board of one or more of those candidates for appointment.
- d) Give full consideration to succession planning for directors and other senior executives
- e) 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 their role as a director and committee member.
- f) Ensure that following appointment to the Board, Directors undergo an appropriate induction programme.

## **8. PERFORMANCE REVIEW**

The Committee shall, at least once a year, 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.

## **9. REPORTING**

Minutes of the Nomination Committee meetings shall normally be circulated to the members of the Board unless the Committee decides otherwise; the Board shall be provided with full details of the suitable candidate(s), together with the Committee's comments, before being asked to approve an appointment.