



CONTOURGLOBAL PLC

ContourGlobal PLC
(the “Company” and, together with its subsidiaries, the “Group”)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. COMPOSITION AND MEETINGS OF NOMINATION COMMITTEE

- 1.1. The nomination committee of the Company (the “**Nomination Committee**”) comprises not less than three directors of the Company, to be selected by the board of directors of the Company (the “**Board**”). A majority of the members of the Nomination Committee should be non-executive directors who are independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Nomination Committee member’s judgement. Appointments to the Nomination Committee shall be for a period of up to three years which may be extended for further three-year periods provided that the majority of the Nomination Committee remain independent. 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.
- 1.2. If any independent non-executive director who is a member of the Nomination Committee is unable to act for any reason, the Chairman of the Nomination Committee may appoint any other independent non-executive director of the Company to act as his or her alternate. If any other member of the Nomination Committee is unable to act for any reason, the Chairman of the Nomination Committee may appoint any other director to act as his or her alternate.
- 1.3. The Chairman of the Nomination Committee, who should be the Chairman of the Board or an independent non-executive director, shall be appointed by the Board. In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify to be appointed to that position by the Board. The Chairman of the Board should not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship of the Board.
- 1.4. The Company Secretary (or his or her nominee) shall be the secretary of the Nomination Committee and shall ensure that the Nomination Committee and any other person entitled or required to attend receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 1.5. The quorum for meetings of the Nomination Committee is two of its members, of which one must be an independent non-executive director. Only members of the Nomination Committee may vote at the meetings.

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Registered office 6th Floor, 15 Berkeley Street, London, W1J 8DY Registered in England & Wales
Registered Number: 10982736

- 1.6. A duly convened meeting of the Nomination Committee at which 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.
- 1.7. Only members of the Nomination Committee, and those entitled to attend as an observer, have the right to attend meetings of the Nomination Committee but others (including, the Chief Executive Officer, the Group Human Resources Director and external advisers) may be invited to attend for the whole or part of any meeting, as and when appropriate and necessary.
- 1.8. Meetings of the Nomination Committee are to be held at least twice a year and otherwise as required, at the request of the Chairman of the Nomination Committee. Any of the Nomination Committee members may request a meeting of the Nomination Committee if he or she considers it necessary, to be arranged by the Company Secretary.
- 1.9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed and any relevant supporting papers, shall be forwarded by the Company Secretary to each member of the Nomination Committee and any other person required to attend no later than five working days before the date of the meeting.
- 1.10. The Chairman of the Nomination Committee will maintain a dialogue outside of the formal meeting dialogue with key individuals involved in the Company's governance.

2. AUTHORISATION

The Nomination Committee is authorised by the Board:

- 2.1. to obtain, at the Company's expense, such legal or other independent professional advice as it deems necessary to fulfil its responsibilities;
- 2.2. to obtain information it requires (including, without limitation, information on the remuneration of any employee) from any employee of any Group company;
- 2.3. to obtain, at the Company's expense, but within any budgetary constraints imposed by the Board, external search consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties; and
- 2.4. to secure the attendance of other persons with relevant experience and expertise at its meetings if it considers this appropriate.

3. DUTIES OF THE NOMINATION COMMITTEE

The duties of the Nomination Committee are:

- 3.1. to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board (with particular regard to the balance of executive and non-executive directors, including independent non-executives) and to make recommendations to the Board with regard to any changes that the Nomination Committee considers necessary;

- 3.2. to put in place plans for the orderly succession of appointments to the Board and to senior management, taking into account the challenges and opportunities facing the Company and the skills and experience needed within the Company and on the Board, and to ensure progressive refreshing of the Board, taking into account the challenges and opportunities facing the Company and its Group;
- 3.3. to consider proposals for the re-appointment or promotion of directors and also any proposed for their dismissal, retirement or non re-appointment or any substantial change in their duties or responsibilities or the term of their appointment;
- 3.4. lead the process for board appointments as and when they arise, identify and nominate candidates and make recommendations for the approval of the Board. In identifying suitable candidates the Nomination Committee shall:
 - 3.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 3.4.2 consider candidates from a wide range of backgrounds; and
 - 3.4.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board including gender, taking care that appointees have enough time to devote to the position;
- 3.5. before any appointment is made to the Board, to evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 3.6. for the appointment of a Chairman of the Board, to prepare a job specification, including the time commitment expected, recognising the need for availability in the event of crises. A proposed Chairman of the Board's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise;
- 3.7. prior to the appointment of a director, to require any proposed appointee to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 3.8. to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 3.9. to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 3.10. to review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 3.11. to ensure that, on appointment, non-executive directors receive a formal letter setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

- 3.12. to assist the Chairman of the Board with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, how the Board works together as a unit, and other factors relevant to the Board's effectiveness;
- 3.13. to review the results of the Board performance evaluation process that relate to the composition of the Board;
- 3.14. to review the results of the performance evaluation of the Nomination Committee;
- 3.15. to ensure that evaluation of the Board is externally facilitated at least every three years;
- 3.16. to ensure, in conjunction with the Chairman of the Board, that new directors receive a full, formal and tailored induction;
- 3.17. to liaise with the Remuneration Committee of the Company in relation to the remuneration of newly appointed executive directors (within the scope of the directors' remuneration policy approved by shareholders) and senior management;
- 3.18. to make recommendations to the Board concerning:
 - 3.18.1 succession planning for both executive and non-executive directors and, in particular, for the key roles of Chairman of the Board and Chief Executive Officer;
 - 3.18.2 suitable candidates for the role of Senior Independent Director;
 - 3.18.3 the membership of the Audit and Risk Committee, the Remuneration Committee and any other Board committees as appropriate, in consultation with the chairmen of those committees;
 - 3.18.4 the reappointment of any non-executive director at the conclusion of his or her specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 3.18.5 the continuation, or not, in service of an executive director as an executive or non-executive director having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required, subject to the provisions of the law and their service contract;
 - 3.18.6 the appointment of any director to executive or other office; and
 - 3.18.7 the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code (the "**Code**") or the retirement by rotation provisions in the Company's articles of association, having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);

- 3.19. to make a statement in the annual report about its activities and the process used to make appointments. If external advice or open advertising has not been used in the appointment of a Chairman or non-executive director the statement should explain the reasons behind the decision. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. This report should also include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives; and
- 3.20. to consider other matters as referred to the Nomination Committee by the Board.

4. **NOMINATION COMMITTEE CHAIRMAN**

The Chairman of the Nomination Committee will:

- 4.1. report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities; and
- 4.2. attend the Company's annual general meeting prepared to answer shareholders' questions on the Nomination Committee's activities.

5. **SECRETARY**

The Company Secretary will:

- 5.1. minute the proceedings and resolutions of all meetings of the Nomination Committee, including recording the names of those present and in attendance;
- 5.2. ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly; and
- 5.3. promptly circulate minutes of Nomination Committee meetings to all members of the Nomination Committee and, once agreed, to all members of the Board, unless, in the opinion of the Chairman of the Nomination Committee, it would be inappropriate to do so.

6. **OTHER MATTERS**

6.1. The Nomination Committee will:

- 6.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 6.1.2 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;
- 6.1.3 work and liaise as necessary with all other Board committees;
- 6.1.4 give due consideration to laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules, the Market Abuse Regulation and any other applicable rules and guidelines, as appropriate; and

- 6.1.5 arrange for periodic reviews of its own performance and, at least annually, review its 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.
- 6.2. These terms of reference shall be made available on the Company's website in accordance with the Code.

Approved by the Board on November 7, 2017