

Anpario plc

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

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 independent non-executive directors. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

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) Regularly review the structure, size and composition (including the skills, knowledge, experience 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 other senior executives taking into account the challenges and opportunities facing the

Company, and the skills and expertise needed on the Board in the future;

- c) 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;
- d) Keep up to date and informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- e) 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;
- f) Be responsible for identifying and nominating for approval of the Board, candidates to fill Board vacancies as they arise;
- g) Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, 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 use open advertising or the services of external advisers to facilitate the search; consider candidates from a wide range of backgrounds; consider candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- h) For the appointment of a Chairman, the committee shall produce a job specification, including the time commitment expected. A proposed Chairman'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;
- i) Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interests and be required to report any future business interests that could result in a conflict of interest;
- j) 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 terms of time commitment, committee service and involvement outside Board meetings;
- k) Ensure that following appointment to the Board, Directors undergo an appropriate induction programme;
- l) Make recommendations to the Board on membership of the Board's committees, in consultation with the chair of such committees; the reappointment of any non-executive at the conclusion of their specified term of office; the reappointment by shareholders of directors under the Company's rotation requirements taking into account the need for progressive refreshing of the Board.

8 REPORTING

Minutes of the Nomination Committee meetings shall normally be circulated to all members of the

Board unless the Committee decides it is inappropriate to do so. 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.