



PLC BOARD COMMITTEE TERMS OF REFERENCE

NOMINATIONS COMMITTEE

Role of the Nominations Committee

1. The role of the Nominations Committee is:
 - to lead the process for Board appointments and re-election of directors; and
 - to make recommendations on membership of the statutory committees.

Membership

2. The Committee shall be appointed by the Board from amongst its members and shall consist of a chairman and not less than three other members. A majority of members of the Committee shall be Non-Executive Directors. A quorum shall be two members.
3. The Chairman of the Committee shall be either the Chairman or a Non-Executive Director and shall be appointed by the Board. For matters relating to the Board Chairman, the Committee will be chaired by the senior independent Director.
4. The Company Secretary shall be the Committee Secretary.

Authority

5. The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities within a reasonable budget.

Duties

6. The duties of the Committee shall be:
 - (a) to review regularly the Board structure, size, composition, working arrangements and capability and make recommendations to the Board with regard to any adjustments that are deemed necessary;
 - (b) to be responsible for identifying, nominating and reviewing candidates (internal or external as appropriate) for the approval of the Board, to fill board vacancies as and when they arise as well as put in place plans for succession giving due regard to the skills, knowledge and experience required;
 - (c) to make recommendations to the Board for the continuation (or not) in service of any director at any time;
 - (d) to ensure the Chairman of the Committee attends the Company's AGM to respond, if necessary, to any shareholders questions on the Committee's report and activities.

Meetings

7. Meetings will be held at least once a year and at such times as the Chairman of the Committee shall require.
8. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
9. Papers should be sent sufficiently in advance of each meeting to each Committee member, any other person required to attend.
10. Copies of the minutes of the meeting shall be circulated to all members of the Committee and to the Chairman of the Board; any director may, upon request to the Secretary of the Committee, provided that there is no conflict of interests, obtain copies of The Committee's agenda and minutes.

Performance appraisal

11. Performance of the Committee will be reviewed as part of the formal annual Board appraisal.