

**Origin Enterprises plc**  
**Nomination and Corporate Governance Committee**  
**Terms of Reference**

**1. Membership**

- 1.1 The Committee shall be made up of at least 3 members, who shall be independent non-executive directors. Members of the Committee shall be appointed by the Board.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other Directors and Executives and external advisors may be invited to attend all or part of any meeting as and when appropriate.
- 1.1 Appointments to the Committee shall be for a period of up to three years, with an annual Committee composition review undertaken by the Board Chairman having taken input from the Committee.
- 1.2 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. No executive director may be appointed Chairman of a meeting.
- 1.3 The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship of the Board.

**2. Secretary**

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

**3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be 2 members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

**4. Frequency of Meetings**

- 4.1 The Committee shall meet at least twice a year and otherwise as required.

**5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chairman.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than 3 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

## **6. Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

## **7. Annual General Meeting**

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties**

The Committee shall:

- 8.1 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;
- 8.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future;
- 8.3 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, having regard to strategic and commercial changes affecting the company and the market in which it operates;
- 8.4 keep under review the Board Diversity Policy and the setting of measurable objectives for implementing the policy;
- 8.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.6 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:
- 8.6.1 use open advertising or the services of external advisers to facilitate the search;
- 8.6.2 consider candidates from a wide range of backgrounds; and

- 8.6.3 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 available to devote to the position.
- 8.7 for the appointment of a Chairman, prepare 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;
- 8.8 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;
- 8.9 approve the terms of reference for any external person or agency engaged to facilitate the evaluation of Board performance;
- 8.10 review the results of the Board performance evaluation process that relate to the composition of the Board;
- 8.11 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;
- 8.12 keep under review corporate governance developments (including ethics-related matters) that might affect the Company, with the aim of ensuring that the Company's corporate governance policies and practices continue to be in line with best practice;
- 8.13 ensure that the principles set out in the Quoted Companies Alliance Corporate Governance Code (the "QCA Code") are observed;
- 8.14 review the disclosures and statements made in the report to shareholders on corporate governance contained in the Annual Report;
- 8.15 receive and consider reports on views expressed by shareholders, shareholder representative bodies and other interested parties in relation to corporate governance; and
- 8.16 work and liaise as necessary with all other Board committees.

The Committee shall also make recommendations to the Board concerning:

- 8.17 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive;
- 8.18 suitable candidates for the role of Senior Independent Director;
- 8.19 membership of the Audit and Risk and Remuneration Committees, and any other Board committees as appropriate;

- 8.20 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;
- 8.21 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract;
- 8.22 the appointment of any director to executive or other office; and
- 8.23 any changes to practices that are required in relation to corporate governance.

## **9. Reporting Responsibilities**

- 9.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall compile a report on its activities to be included in the Company's Annual Report.

## **10. Other Matters**

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required; and
- 10.2 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.

## **11. Authority**

The Committee is authorised:

- 11.1 to seek any information, it requires from any employee of the Company in order to perform its duties; and
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.