

WILMINGTON PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1 MEMBERSHIP

- 1.1 Members of the Nomination Committee ("Committee") shall be appointed by the Board of Directors ("Board") and shall be made up of least three members.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, such other individuals as the Committee may from time to time determine may be invited to attend for all or part of any meeting, as and when appropriate.
 - 1.2.1.1 The Board shall appoint the Committee Chairman who should be 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 their number who shall be an independent non-executive director to chair the meeting.

2 QUORUM

- 2.1 The quorum necessary for the transaction of the business of the Committee shall be two, one of whom must be an independent non-executive director present either in person or by phone. 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.

3 FREQUENCY OF MEETINGS

- 3.1 The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

4 NOTICE OF MEETINGS

- 4.1 Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member of the Committee.
- 4.2 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, any other person required to attend and all other nonexecutive directors.

5 PROCEEDINGS AT MEETINGS

- 5.1 Questions arising at any meeting of the Committee shall be determined by a majority of votes. In case of an equality of votes the Committee Chairman shall have a second or casting vote.
- 5.2 Any director or other person may participate in a meeting of the Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any person participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, at the place where the chairman of the meeting is at the time the meeting is held.

6 MINUTES OF MEETINGS

- 6.1 Any one member of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7 ANNUAL GENERAL MEETING

- 7.1 The Committee Chairman 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 review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make appropriate recommendations to the Board with regard to any changes;
- 8.2 give consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 8.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 8.4 before appointment is made by the Board, evaluate the balance of skills, knowledge and experience 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:
 - 8.4.1 consider candidates from a wide range of backgrounds; and
 - 8.4.2 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 8.5 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.
- 8.6 The Committee shall also make recommendations to the Board concerning:
 - 8.6.1 suitable candidates for the role of senior independent director;
 - 8.6.2 membership of the Audit and Remuneration Committees, in consultation with the Chairmen of those Committees;
 - 8.6.3 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 the knowledge, skills and experience required;
- 8.7 The Committee shall consider such other matters as may be requested by the Board.

9 REPORTING RESPONSIBILITIES

- 9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and 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 make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10 OTHER

- 10.1 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.

11 AUTHORITY

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

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