

## **Terms of reference of the Nomination Committee of Porvair Plc**

### **Constitution**

The Board has established a Nomination Committee to support and advise the Board on its duty to ensure that the Board and senior executives are comprised of individuals of a suitable calibre. This schedule sets out the revised terms of reference for the role of the Nomination Committee. In carrying out its duties the Nomination Committee should have due regard for the guidance set out in The Combined Code and any similar future guidance issued.

### **Membership**

The Committee members shall be drawn solely from the non-executive directors. The Committee shall comprise at least two members and the majority of the Committee must be independent non-executive directors. A quorum shall be two members.

The Chairman of the Company shall chair the Committee except when the Committee is dealing with the appointment of a successor to the chairmanship. The senior non-executive shall chair the Committee when the Committee is dealing with the appointment of a successor to the chairmanship. The Chairman of the Committee shall have a casting vote.

### **Frequency of and attendance at meetings**

The Committee shall meet as necessary. The members of the Committee may decide if non-members should attend for particular meetings or agenda items.

### **Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request from the Committee.

The Committee has access to the services of the Company Secretary.

The Committee is authorised by the Board to obtain such outside legal and other independent advice as it considers necessary at the expense of the company.

### **Duties**

The Committee shall:

- be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- evaluate, before making an appointment, the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepares a description of the role and capabilities required for a particular appointment;
- consider candidates from a wide range of backgrounds;
- give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the company and what skills and expertise are therefore needed on the Board in the future;
- regularly review the structure, size and composition (including the skills,

- knowledge and experience) of the Board and makes recommendations to the Board with regard to any changes;
- 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;
  - 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.

### **Reporting**

The Committee shall make recommendations to the Board concerning:

- the re-appointment of any non-executive director at the conclusion of their specified term of office;
- the re-election by shareholders of any director under the retirement by rotation provisions in the company's articles of association;
- any matters relating to the continuation in office of any director at any time; and
- the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which should be considered at a meeting of the Board.

The Committee shall make a statement in the annual report disclosing:

- its activities;
- the process used for appointments and explain if external advice or open advertising has not been used;
- the membership of the Committee;
- the number of committee meetings and attendance over the course of the year.

The Committee shall make available its terms of reference to those shareholders that request it.