

SENIOR PLC

BOARD COMMITTEES – TERMS OF REFERENCE

NOMINATIONS COMMITTEE

1. Membership

- (i) The Committee shall be appointed by the Board from amongst the non-Executive Directors of the Company and shall consist of not less than two members
- (ii) The Company Secretary shall be the Secretary of the Committee.

2. Proceedings

The quorum for meetings of the Nominations Committee shall be two members and the Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it sees fit.

3. Duties

The duties of the Nominations Committee shall be:

- (i) to consider and make recommendations to the Board regarding:
 - the appointment of Directors (whether executive or non-executive) to fill vacancies on the Board;
 - the appointment of the Chairman of the Company;
 - the reappointment of Directors retiring, whether by rotation in accordance with the Articles of Association of the Company or otherwise;
 - any matters arising concerning the “independence” of Directors, including conflicts of interest arising as a result of appointments held by Directors, in particular, with those companies which may be suppliers to, customers of, or in competition with the Group. As part of the process for nominating candidates for appointment, obtain details of and review any interests the candidate may have which conflict or may conflict with the interests of the Company. The Committee shall consider whether, despite any such conflict, there are nevertheless grounds for recommending the candidate for appointment and for the Board to authorise the relevant conflict. The Committee shall as part of any proposal to the Board for appointment of the relevant candidate explain these grounds and make recommendations as to the terms and conditions on which any authorisation of the conflict should be given by the Board.
- (ii) to consider any other items specifically delegated to the Committee by the Board from time to time.