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Membership & Quorum

The Committee shall comprise all the independent non-executive directors of the Board. A Quorum will be two members.

The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non executive director. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship of the Company.

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Secretaries

Baillie Gifford & Co Limited shall act as Secretaries to the Committee.

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Frequency of Meetings

The Committee shall meet at least once a year and otherwise as required.

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Responsibilities

The Committee shall:

- 1 Review regularly the Board structure, size and composition (including the knowledge, experience, skills and diversity) and make recommendations to the Board with regard to any changes.
- 2 Be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise.
- 3 Monitor the performance of the Company's Directors, Board and Committees. The Senior Independent Director shall appraise the Chairman annually and report to the Board in the Chairman's absence.
- 4 Draw up plans for succession for the Board taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in future.
- 5 Recommend to the Board candidates for the role of Senior Independent Director.
- 6 Recommend to the Board membership of the Audit Committee. Ensure that at least one member of the Audit Committee has recent and relevant financial experience and that the Audit Committee as a whole has competence relevant to the sector.
- 7 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 of Board meetings.
- 8 Ensure the provision of an induction programme for new directors and monitor the professional development and training needs of existing Directors.
- 9 In respect of Directors who are retiring under the provisions of the UK Corporate Governance Code or the Company's Articles of Association or whose term of appointment is due to expire, make recommendations to the Board as to their suitability for re-election or re-appointment based on performance appraisals.
- 10 Assess and recommend which Directors are independent or not independent for approval by the Board and for disclosure in the Annual Report.
- 11 Review annually the time required to perform the duties of a Director and assess whether the Directors are spending enough time to fulfil these duties.
- 12 Consider Directors' potential conflicts of interest and make recommendations to the Board as to their approval.

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Reporting

- 1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its responsibilities.
- 2 The Secretaries shall circulate the minutes of the meetings of the Committee to all members of the Board.
- 3 The Committee shall make a statement in the Annual Report about its activities; the membership of the Committee, number of Committee meetings and attendance over the course of the year; the process used for appointments and explain if external advice or open advertising has not been used.

The statement should include a description of the Board's policy on diversity, including gender, social and ethnic backgrounds, cognitive and personal strengths, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

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Other Matters

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The Committee shall arrange for periodic review of its own performance and, at least annually, review these terms of reference and recommend any changes it considers necessary to the Board for approval.

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