

INFORMA PLC

TERMS OF REFERENCE – NOMINATION COMMITTEE

Adopted on 11<sup>th</sup> December 2019

*Reference to "the Committee" shall mean the Nomination Committee; reference to "the Board" shall mean the Board of Directors; references to "the Company" shall mean Informa PLC; references to "the Group" shall mean the Company and its subsidiaries; and references to "the Directors" shall mean the Directors of the Company.*

## **PURPOSE**

The primary function of the Committee is to monitor the balance of skills, knowledge, experience, independence and diversity (including gender) of the Board and its Committees, to ensure that appropriate procedures are in place for the nomination, selection, training and evaluation of Directors and for succession plans to be established for the Executive Directors and senior management.

### **1. Membership**

- 1.1 The Committee is established as a Committee of the Board. Members of the Committee shall be appointed by the Board and shall be made up of least three members, the majority of whom should be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Chairman of the Board, Group Chief Executive, Group HR Director, other senior colleagues and external professional advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for a maximum of two further periods of up to three years provided the Director still meets the criteria for membership of the Committee.
- 1.4 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, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

### **2. Secretary**

The Company Secretary or their nominee shall act as the Secretary of the Committee.

### **3. Quorum**

The quorum necessary for the transaction of business shall be two members of the Committee. 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**

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

### **5. Notice of Meetings**

- 5.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other attendee as appropriate, in reasonable time before the date of the meeting.

## 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 the Committee Chairman and, once agreed, to all other members of the Board, unless a conflict of interest exists.

## 7. Annual General Meeting

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 should carry out the duties below for the Company and its Group, as appropriate.

The Committee shall:

- 8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 8.2 give full consideration to succession planning for all directors (particularly the key roles of Chairman and Chief Executive) and senior management, taking into account the challenges and opportunities facing the company, and the skills and expertise that are 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 any appointment is made by the Board, evaluate the balance of skills, knowledge, independence, 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:
  - use open advertising or the services of external advisers to facilitate the search;
  - consider candidates from a wide range of backgrounds and look beyond the "usual suspects"; and
  - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, ethnicity, nationality, and personal attributes;
  - taking care that appointees have enough time available to devote to the position;
- 8.5 oversee the development of a diverse pipeline for succession planning, including setting and reporting on the Company's diversity objectives and strategies, and monitoring the impact of diversity initiatives across the Group;
- 8.6 for the appointment of a chairman, the Committee should prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. 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 and included in the next annual report;
- 8.7 prior to the appointment of a director, the proposed appointee should be required to disclose

any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;

- 8.8 prior to the appointment of a new Remuneration Committee Chairman, the Committee should ensure that the recommended candidate has at least 12 months experience on a Remuneration Committee gained either with the Company or elsewhere;
- 8.9 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;
- 8.10 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 8.11 assist the Chairman with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its Committees, and ensure that the evaluation is externally facilitated at least every three years;
- 8.12 review the results of the board performance evaluation process that relate to the composition of the board;
- 8.13 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;
- 8.14 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; and
- 8.15 ensure that all new directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a director.

The Committee shall also make recommendations to the Board concerning:

- 8.16 suitable candidates for the role of senior independent director;
- 8.17 membership of the Audit and Remuneration Committees and any other Board committees as appropriate, in consultation with the chairmen of those committees;
- 8.18 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; and
- 8.19 the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full 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 produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if neither an external search consultancy nor open advertising has been used in the appointment of a chairman or a non-

executive director. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.

- 9.4. The Committee's report in the Company's annual report should include a statement of the Board's policy on diversity and inclusion, its objectives, linkage to strategy and implementation as well as the gender balance of senior management and their direct reports.

#### 10. Other

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;
- 10.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and an ongoing basis for all members;
- 10.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate;
- 10.4. arrange for periodic reviews of its own performance and, at least annually, review its 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 to obtain, at the Company's expense, outside legal or other professional advice, including the advice of independent consultants, on any matters within its terms of reference.