

WARNER ESTATE HOLDINGS PLC
("The Company")

NOMINATION COMMITTEE

Terms of Reference

1.0 Constitution

1.1 The Nomination Committee ("the Committee") was established at the Board meeting held on 19 March 2003.

2.0 Membership

2.1 Membership of the Committee shall be made up of the Chairman of the Board and all the Non-executive Directors of the Company at that time.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals including external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 The Committee Chairman shall be the Chairman of the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of their number to chair the meeting.

3.0 Secretary

3.1 The Company Secretary or the Committee's nominee shall act as the Secretary of the Committee.

4.0 Quorum

4.1 The quorum necessary for the transaction of business shall be four, the majority of whom must be Non-executive Directors. 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.

5.0 Frequency of Meetings

5.1 The Committee shall meet at such times as the Chairman of the Committee shall require.

6.0 Notice of Meetings

6.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

6.2 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 and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7.0 Minutes of Meetings

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee, unless a conflict of interest exists, and to the remainder of the Board once approved.

8.0 **Duties**

8.1 The Committee shall:

8.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;

8.1.2 give full consideration to succession planning for Directors 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;

8.1.3 be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;

8.1.4 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, where appropriate:

8.1.4.1 consider candidates from a wide range of backgrounds; and

8.1.4.2 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;

8.1.5 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;

8.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

8.1.7 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; and

8.1.8 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.

8.2 The Committee shall also make recommendations to the Board concerning:

8.2.1 formulating plans for succession for both Executive and Non-executive Directors and in particular for the key roles of Chairman and Chief Executive (but see 8.2.8 below);

8.2.2 suitable candidates for the role of Senior Independent Director;

8.2.3 membership of the Audit and Remuneration Committees, in consultation with the Chairmen of those committees;

8.2.4 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;

8.2.5 the continuation (or not) in service of any Director who has reached the age of 70;

- 8.2.6 the re-election by shareholders of any Director under the ‘retirement by rotation’ provisions in the Company’s Articles of Association having due regard to their performance and ability to contribute to the Board in the light of the knowledge, skills and experience required;
- 8.2.7 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
- 8.2.8 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.

9.0 **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.

10.0 **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.

11.0 **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.