

## **FINSBURY FOOD GROUP PLC NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Constitution and Membership**

- 1.1 The Committee is a Committee of the Board.
- 1.2 Members of the Committee shall be appointed by the Board.
- 1.3 The Committee shall be made up of at least two members, one of whom shall be an independent non-executive director.
- 1.4 The Chairman of the Committee shall be appointed by the Board.
- 1.5 The Chairman of the Committee shall not chair the Committee when it is dealing with a matter relating to that individual.
- 1.6 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when deemed appropriate.

#### **2. Secretary**

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

#### **3. Quorum**

The quorum necessary for the transaction of business shall be two, one of whom must be an independent non-executive director.

#### **4. Frequency of Meetings**

The Chairman of the Committee shall call meetings of the Committee as necessary from time to time, and at least once each year.

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

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.
- 5.2 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, any other person required to attend and all other non-executive directors, ideally five, and no later than three, 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.

## **6. Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and resolutions of all meetings, including the names of those present and in attendance.
- 6.2 Draft minutes shall be circulated promptly to all Committee members for approval. Approved minutes shall be circulated to the Board at the next appropriate time following approval, unless in the opinion of the Committee Chairman it would be inappropriate to do so.

## **7. Purpose and Duties**

- 7.1 The Committee shall be responsible for advising the Board on the appointment and, if necessary, dismissal of executive and non-executive directors of the Board.
- 7.2 In particular, the Committee shall:
  - review the structure, size, composition (including skills, knowledge, experience and diversity) required of the Board and make recommendations as deemed appropriate giving full consideration to succession planning for directors and other senior executives and taking into account the challenges and opportunities facing the Group, and the skills and expertise that are considered likely to be needed on the Board in the future;
  - be responsible, having evaluated the balance of skills, knowledge, experience and diversity on the Board, for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise, giving full consideration to succession planning. In identifying suitable candidates, the Committee shall consider using open advertising or the services of external advisers as deemed appropriate, and consider candidates from a wide range of backgrounds on merit against objective criteria;
  - keep under review the leadership needs of the Group, both executive and non-executive;
  - make recommendations to the Board concerning:
    - succession planning, particularly for key roles on the Board;
    - membership of Board committees in consultation with the Chairmen of those committees;
    - the re-appointment of non-executive directors at the conclusion of their specified term of office;
    - re-election by shareholders of any director under the retirement provisions in the Articles of Association; and
    - continuation in office of any director and suspension or termination of employment of executive directors;
  - for the appointment of a Chairman, prepare a job specification, including the time commitment expected. 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;

- ensure that 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;
- 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
- work and liaise as necessary with all other board committees.

## **8. Reporting Responsibilities**

- 8.1 The Committee Chairman shall report to the Board on the Committee's proceedings at each board meeting.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 Where the Board considers it appropriate, 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 external advice or open advertising has not been used. 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.
- 8.4 Any report referred to in 8.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

## **9. Annual Review of Performance**

- 9.1 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.
- 9.2 The Committee shall promptly consider and implement any changes that the Board considers necessary, including changes identified during the Board's annual review of performance.

## **10. Annual General Meetings**

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **11. Other matters**

- 11.1 The Committee shall have access to sufficient resources in order to carry out its duties.
- 11.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

11.3 The Committee shall give due consideration to laws and regulations, the provisions of the UK 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.

## **12. Authority**

The Committee shall have the authority to seek any information that it requires from any officer or employee of the Company or its subsidiaries, including authority to call any employee to be questioned at a meeting of the Committee as and when required. In connection with its duties, the Committee is authorised by the Board to take such independent advice (including legal or other professional advice), at the Company's expense, as it considers necessary, including requests for information from or commissioning investigations by external advisers. The Committee will inform the Chief Executive as necessary of such requests.

**Adopted by the Board on 22 June 2017**