

# COOKSON GROUP plc

## Terms of Reference for the Nominations Committee

(as adopted by the Board on 29 October 2003)

### 1. Constitution

- 1.1 The Board has established a Committee of the Board known as the Nominations Committee.

### 2. Purpose

- 2.1 The purpose of the Committee is to advise the Board on appointments, retirements and resignations from the Board. In particular, the Committee should ensure that the procedure for the selection of potential candidates for Board appointments - either as an Executive or Non-executive Director - is formal, rigorous and transparent and undertaken in a manner consistent with best practice and that appointments to the Board are made on merit and against objective criteria.

### 3. Membership

- 3.1 The Committee shall consist of the Chairman of the Company, the Chief Executive, together with any three independent Non-executive Directors. A quorum shall be three members, at least two of whom must be non-executive Directors.
- 3.2 The chairman of the Committee shall be appointed by the Board and will either be the Chairman of the Company, or an independent Non-executive Director. The Chairman of the Company will not be appointed as the chairman of the Committee where the Committee is dealing with a successor to the Chairmanship. In the absence of the Committee chairman, the remaining members present shall elect one of their number to chair the meeting.
- 3.3 The chairman and other members of the Committee shall be named in the Company's annual report.
- 3.4 The Secretary or their nominee shall be the Secretary of the Committee.

### 4. Frequency of Meetings

- 4.1 Meetings of the Committee will be held as and when appropriate.
- 4.2 Meetings may be held by telephone.

### 5. Role and Responsibilities

The role and responsibilities of the Committee shall include:

- 5.1 To evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for a particular

appointment. Candidate specifications will normally be issued to the full Board for comment prior to the selection process starting.

- 5.2 For the appointment of a Chairman of the Board, preparing a job specification, including an assessment of the time commitment expected, recognising the need for availability at short notice.
- 5.3 The engagement and briefing of recruitment consultants, as appropriate.
- 5.4 The initial screening of candidates prior to their consideration by the full Board.

## **6. Authority**

- 6.1 The Committee is authorised by the Board to undertake any activity within its Terms of Reference.
- 6.2 The Board authorises the chairman of the Nominations Committee to attend the Annual General Meeting of the Company and respond to any questions from shareholders on the Committee's activities.
- 6.3 The Committee has no authority to appoint or offer to appoint a Director. Appointment remains a matter for the full Board.

## **7. Reporting Procedure**

- 7.1 The deliberations of the Committee will be reported to the Board by the chairman.
- 7.2 Members of the Board will normally be issued Candidate Specifications, details of appointment of external consultants, and any short list of candidates.

29 October 2003