

KEWILL PLC
NOMINATION SUB-COMMITTEE OF THE BOARD OF DIRECTORS
TERMS OF REFERENCE

1. Constitution

The Board hereby resolves that the existing terms of reference for the nomination sub-committee as at 03 December 2010 shall with effect from such date be replaced by the terms of reference detailed below, and that the conduct of the nomination sub-committee shall thereafter be subject to these Terms.

2. Definitions

In these Terms the following words have the following meanings:

“Board”	the board of directors of the Company;
“Chairman”	the chairman of the Committee;
“Committee”	the nomination sub-committee of the Board;
“Company”	Kewill plc with registered number 1037515;
“Secretary”	the secretary to the Committee;
“Terms”	these terms of reference.

3. Composition

- 3.1 The Committee shall be appointed by the Board and shall comprise of not less than 3 members.
- 3.2 A majority of the members of the Committee shall be independent non-executive directors.
- 3.3 A quorum shall be two members, of whom at least one should be an independent non-executive director.
- 3.4 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.
- 3.5 The Chairman of the Committee shall be appointed by the Board from amongst the independent non-executive directors. In the absence of the Chairman (or a nominated deputy) the remaining members present shall elect a chairman for the purposes of that specific meeting.
- 3.6 The Chairman of the Company should not chair the Committee when it is dealing with the appointment of a successor to the Chairmanship.

4. Attendance at meetings

- 4.1 The Chairman of the Board, the CEO and other Board members shall attend if invited by the Committee.
- 4.2 The company secretary (or his/her nominee from time to time) shall be the Secretary.

5. Frequency & notice of meetings

- 5.1 Meetings shall be held not less than once a year.
- 5.2 Meetings of the Committee shall be summoned by the Secretary at the request of any member of the Committee.
- 5.3 Unless agreed otherwise, notice of each meeting (confirming location, timing and agenda) shall be circulated to each member of the Committee at least 2 working days prior to the date of the meeting.

6. Reporting procedures

- 6.1 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee, the chairman of the Company and, upon request, to the other members of the Board.
- 6.2 The Committee shall recommend to the Board any matters relating to the activities of the Committee that should be published in the Annual Report.
- 6.3 The Chairman shall attend the AGM and shall answer questions, through the chairman of the Board, on the Committee's activities and their responsibilities.

7. Authority

The Committee is authorised by the Board to:

- 7.1 seek any information that it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Committee; and,
- 7.2 obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

8. Responsibilities

The responsibilities of the Committee shall be:

8.1 General review

- 8.1.1 to review the structure, size and composition of the Board and make appropriate recommendations to the Board;
- 8.1.2 to review succession planning arrangements for Board and senior executive positions so as to maintain an appropriate balance of skills and experience within the Company and on the Board and to ensure progressive refreshing of the Board;
- 8.1.3 to review any matters relating to the continuation in office of any director of the Company;
- 8.1.4 to review the on-going composition of the audit committee;

8.2 Evaluation

- 8.2.1 to assess the time requirement for the roles of Company chairman, senior independent non-executive director and the other non-executive directors;
- 8.2.2 to procure that annual appraisals are performed for all directors of the Company;
- 8.2.3 at the end of each term of service of each non-executive director, to make recommendations to the Board as to whether such director should remain in office;
- 8.2.4 to subject any term of service beyond six years for a non-executive director to a particularly rigorous review, taking into account the need for progressive refreshing of the Board;
- 8.2.5 at the end of each year of service of any non-executive director who has served more than 9 years as a director of the Board, to make recommendations to the Board as to whether such director should remain in office;
- 8.2.6 to make recommendations to the Board with regards to the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association;

8.3 Appointment

- 8.3.1 to evaluate the balance of skills, experience, independence and knowledge on the Board and, in light of the evaluation, to prepare a description of the role and capabilities required for a particular appointment;
- 8.3.2 to be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies (except those excluded below) as and when they arise;
- 8.3.3 to ensure that any candidate has sufficient time to undertake the role;

8.3.4 to ensure that the Secretary (on behalf of the Board) has written to any appointees detailing the role and time commitments, and proposing an induction plan produced in conjunction with the Chairman.

9. **Exclusions**

All review and responsibilities relating to the appointment of:

9.1 the Chairman of the Board, shall be a matter for all the directors of the Board; and,

9.2 the CEO of the Company, shall be a matter for all the non-executive directors of the Company.