
TAWA PLC
TERMS OF REFERENCE OF NOMINATION
COMMITTEE

LeBoeuf, Lamb, Greene & MacRae
No.1 Minster Court
Mincing Lane
London EC3R 7YL

Tawa PLC
(the “Company”)

Nomination Committee

Terms of Reference

On 28 June 2007 the Board of directors of the Company (the “**Board**”) resolved to establish a Nomination Committee of the Board (the “**Committee**”). These Terms of Reference were also adopted by the Board on 28 June 2007 and revised by the Board on 28 March 2008 and 22 September 2010.

1. Membership

- 1.1 The Committee shall be appointed by the Board and shall be made up of at least two members and shall consist of the chairman of the Committee (the “**Chairman**”) and not less than one non-executive director provided that, at all times, a majority of the members of the Committee shall be non-executive Directors. A quorum shall be two members. 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.
- 1.2 The Chairman of the Committee shall be the Chairman of the Company or a non-executive director appointed by the Board. In the absence of the Chairman, the remaining members present shall elect one of their number to chair the meeting.
- 1.3 The Company Secretary, or in his or her absence someone nominated by the Committee, shall be the secretary of the Committee.

2. Authority

- 2.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Company and its subsidiary undertakings (the “**Group**”) and all such employees are directed to co-operate with any request made by the Committee.
- 2.2 The Committee is authorised by the Board (subject first to informing the Board of its intention to do so) to obtain outside legal or other independent professional advice at the Company’s expense if it considers this necessary and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary in fulfilling its duties.

3. Duties

- 3.1 The Committee shall:
 - 3.1.1 be responsible for identifying, and nominating for the approval of the Board,

candidates to fill Board vacancies as and when they arise, save that appointments as chairman or Chief Executive Officer of the Company shall be matters for the whole Board;

- 3.1.2 before recommending an appointment, 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;
- 3.1.3 review annually the time required from each non-executive director, according to their particular committee appointments and any other specific role. Performance evaluation shall be used to assess whether the non-executive director is spending enough time to fulfil their duties;
- 3.1.4 consider candidates from a wide range of backgrounds and look beyond the obvious types of candidate;
- 3.1.5 give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future, reporting to the Board regularly;
- 3.1.6 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
- 3.1.7 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;
- 3.1.8 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 3.1.9 ensure an appropriate statement is made in the annual report about:
 - (i) its activities, including the process it has used in relation to Board appointments, and an explanation given if neither an external search consultancy nor open advertising had been used in the appointment of the chairman of the Company or a non-executive director; and
 - (ii) the membership of the Committee, number of Committee meetings and attendance over the course of the year.
- 3.1.10 make these terms of reference available on request, explaining its role and the authority delegated to it by the Board; and
- 3.1.11 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; ensure that such letter is updated as circumstances change; and instruct the Secretary to make the current version of each such letter available for inspection by any person at the Company's registered office during normal business hours and at the Annual General Meeting (for 15 minutes prior to the meeting and during the meeting).

3.2 The Committee shall make recommendations to the Board:

- 3.2.1 as regards plans for succession for both executive and non-executive directors;
- 3.2.2 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office;
- 3.2.3 concerning the re-election by shareholders of any director under the retirement provisions in the Company's Articles of Association;
- 3.2.4 concerning any matters relating to the continuation in office of any director at any time including the continuation (or not) in service of any director who has reached the age of seventy;
- 3.2.5 concerning the appointment and re-appointment of, and changes in, the members and chairman of each of the Audit and Remuneration Committees; and
- 3.2.6 concerning the appointment of any director to executive or other office unless, in the case of the positions of either chairman of the Company or Chief Executive Officer, the Board decides to consider the matter itself without requesting such recommendation from the Committee.

4. Reporting Procedures

- 4.1 The Committee shall meet as and when requested by either its Chairman or, if different, the chairman of the Company, and its Chairman shall ensure that such meetings are held sufficiently frequently for the Committee to fulfil its duties.
- 4.2 Notwithstanding 4.1 above, Committee meetings shall be held at least twice a year.
- 4.3 Notice in writing of the meetings of the Committee shall be given to each member of the Committee at least 3 business days before any meeting. For the purposes of this clause, notice in writing shall include notice sent by electronic means as deemed appropriate by the members of the Committee.
- 4.4 The secretary of the Committee shall minute the proceedings of all meetings of the Committee including a record of the names of those present. The minutes, but not necessarily all the related background papers, shall be made available by the secretary of the Committee for inspection by any member of the Board.
- 4.5 At the request of the Committee's Chairman, other directors of the Company may be

invited to attend but, in the event of a vote, shall not be entitled to vote.

- 4.6 No director may participate in any decision regarding his or her own position. When any decision is being made regarding the Chairman's position, the Committee shall appoint a chairman for such item from amongst the non-executive director members of the Committee who are present or, if none is present, from amongst its other members.
- 4.7 Whether or not appointed as Chairman generally, the Chairman of the Company shall not chair the Committee when it is dealing with the appointment of a successor to the chairmanship of the Company. In such circumstances the Committee shall appoint its chairman for the process from amongst the non-executive director members of the Committee.
- 4.8 The secretary of the Committee shall circulate the minutes of each meeting to the Committee for approval prior to their circulation to the Board.
- 4.9 The Chairman shall report to the Board on its activities and recommendations. If not circulated to all directors as part of such report, the minutes shall be made available by the Secretary for inspection by any member of the Board.
- 4.10 The Committee shall review its own performance, constitution and terms of reference to ensure maximum effectiveness at least once a year at one of its meetings.

5. Annual General Meeting

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