



## **FIRST PROPERTY GROUP PLC**

### **NOMINATIONS COMMITTEE**

#### **TERMS OF REFERENCE**

##### **Membership**

The committee shall comprise at least two members, one of whom shall be an independent Non-Executive Director. The Chairman of the Board may serve on the committee if he or she was considered independent on appointment as Chairman.

The members of the nominations committee for the time being shall be:

Alasdair Locke (Committee Chairman); and  
Peter Moon.

Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chief Executive and the Chief Financial Officer may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Members of the committee shall be appointed by the Board.

The Board shall appoint the committee Chairman who shall be an independent Non-Executive Director.

##### **Secretary**

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

##### **Quorum**

The quorum necessary for the transaction of business shall be two. 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.

##### **Frequency of Meetings**

The committee shall meet at least once a year or as required otherwise.

##### **Notice of Meetings**

Meetings of the committee shall be called by the Secretary of the committee at the request of the committee Chairman.

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.

**Minutes of Meetings**

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

Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board.

**Annual General Meeting**

The committee Chairman should attend the annual general meeting to answer any shareholder questions on the committee's activities.

**Duties**

The committee shall:

- regularly review the balance of skills, knowledge and experience on the Board, and the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- be responsible for preparing a description of the role and capabilities required, and for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- keep under review the leadership needs of the group with a view to ensuring the continued ability to compete effectively in the group's marketplace;
- keep up to date and fully conversant with strategic issues and commercial changes affecting the group and the market in which it operates.

**Authority**

The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.

The Committee is authorised to obtain, at the group's expense, outside legal or other professional advice on any matters within its terms of reference.