

MJ GLEESON PLC

Company No: 9268016

Nomination Committee Terms of Reference authorised by resolution of the Board of Directors passed on 29 June 2016

Reference to ‘the Company’ shall mean MJ Gleeson PLC.

Reference to ‘the Committee’ shall mean the Nomination Committee.

Reference to ‘the Board’ shall mean the Board of Directors.

1 Membership

- 1.1 Members of the Committee shall be appointed by the Board and shall comprise a Chairman and at least two other members, the majority of whom shall be independent Non-Executive Directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Human Resources Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended at the Board’s discretion.
- 1.4 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent Non-Executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1 The quorum for meetings shall be two, both of whom must be independent Non-Executive Directors. 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.

4. *Frequency of Meetings*

- 4.1. The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

5. *Notice of Meetings*

- 5.1 A meeting of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee or by any member of the Committee.
- 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, no later than five working days prior to 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, as well as keep appropriate records.
- 6.2 Copies of the minutes of the meetings shall be circulated promptly to all members of the Committee and to the Chairman of the Board and once agreed, to all other members of the Board, unless a conflict of interest exists.

7. *Annual General Meeting*

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

8 *Duties*

The Committee shall:

- 8.1 review regularly the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- 8.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 8.3 be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise.

- 8.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
- 8.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 8.4.2 consider candidates from a wide range of backgrounds; and
 - 8.4.3 consider candidates on merit and against objective criteria with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 8.5 for the appointment of a Chairman, the Committee should 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 included in the Annual Report, and any changes to the Chairman's commitments should be reported to the Board as they arise and their impact explained in the next Annual Report.
- 8.6 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;
- 8.7 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.8 review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties; and
- 8.9 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;

The Committee shall also make recommendations to the Board concerning:

- 8.10 formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive;
- 8.11 suitable candidates for the role of senior independent director;
- 8.12 membership of the Audit and Remuneration Committee, in consultation with the Chairmen of those Committees;
- 8.13 the re-appointment of any Non-Executive Director at the conclusion of their specified term of office having given due regard to their performance and

ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

- 8.14 make recommendations to the Board for the continuation (or not) in service of any Director who has reached the age of 70;
- 8.15 the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; particularly in relation to Non-Executive Directors being re-elected for a term beyond six years.
- 8.16 any matters relating to the continuation in office of any Director at any time including suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract; and
- 8.17 the appointment of any Director to Executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

9. *Reporting Responsibilities*

- 9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. *Other*

- 10.1 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.

11. *Authority*

- 11.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.