

**Wincanton plc**  
**Nomination Committee Terms of Reference**

**1. Membership**

- 1.1. Members of the Committee shall be appointed by the Board on the recommendation of the Committee and the Committee shall be made up of least 3 members, the majority of whom are to be independent non-executive directors. For the purpose of these Terms of Reference the Chair of the Board is to be treated as an independent non-executive director.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Financial Officer, the Chief People Officer 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 for two further three-year periods provided that the director still meets the criteria for membership of the Committee.
- 1.4. The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair that meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the chairmanship of the Board.

**2. Secretary**

- 2.1. The Company Secretary or their nominee shall act as the Secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

**3. Quorum**

- 3.1. The quorum necessary for the transaction of business shall be 3 present in person or by telephone or other electronic means, of whom a majority 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 twice a year and at such other times as the Chairman of the Committee shall require or as the Board may direct.

**5. Notice of Meetings**

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair of the Committee or any of its members.
- 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, in advance of the meeting and, other than in exceptional circumstances, no later than 5 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.

## **6. Minutes of Meetings**

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chair of the Board and, once agreed, to all other members of the Board, unless, exceptionally, it would be inappropriate to do so.

## **7. Engagement with Shareholders**

- 7.1. The Chair of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## **8. Duties**

The Committee should carry out the following duties for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall

- 8.1. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board, and make recommendations to the Board with regard to any changes;
- 8.2. Ensure plans are in place for orderly succession to board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future;
- 8.3. 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;
- 8.4. Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.5. Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 8.6. 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:
  - 8.6.1. use open advertising or the services of external advisers to facilitate the search;
  - 8.6.2. consider candidates from a wide range of backgrounds; and
  - 8.6.3. consider candidates on merit and against objective criteria with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position.

- 8.7. For the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- 8.8. Prior to the appointment of a Director, other significant time commitments should be disclosed and any additional future commitment should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment. Any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board. The Committee shall review at least annually any conflict of interest authorisations given by the Board, to check it is appropriate for the relevant matters to remain authorised;
- 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;
- 8.10. Following the Board's review of the Board and Committee performance evaluation process, consider any results that relate to the composition of the Board and succession planning;
- 8.11. Review annually the time required from non-executive directors referring to the results of the performance evaluation in order to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- 8.12. Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

The Committee shall also make recommendations to the Board concerning:

- 8.13. Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
  - 8.14. 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;
  - 8.15. The re-election by shareholders of any director under the annual re-election provisions of the Code, having due regard to their performance and ability, and why their contribution is important to the Company's long-term success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board taking into account the length of service of individual Directors, the Chair and the Board as a whole;
  - 8.16. Any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and the director's 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 Chair 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, and adequate time should be made available for board discussion when necessary.
- 9.3. The Committee shall make a statement in the Annual Report about its activities, including
  - 9.3.1. the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline;
  - 9.3.2. how board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition;
  - 9.3.3. the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives, and
  - 9.3.4. the gender balance of those in the senior management team and their direct reports.
- 9.4. If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual Directors.

## **10. Other matters**

The Committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required;
- 10.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3. give due consideration to laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable Rules, as appropriate; and
- 10.4. arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference, to ensure it is operating at maximum effectiveness and shall 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.