

# ZOTEFOAMS plc

## NOMINATIONS COMMITTEE

### TERMS OF REFERENCE

The Board has resolved to establish a Committee of the Board known as the Nominations Committee.

#### **1. Membership**

The Committee shall comprise a Chairman and at least two other members, each of whom shall be appointed by the Board, and the majority of members shall be independent Non-Executive Directors. There shall be a quorum of at least two Non-Executive Directors.

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

The committee shall appoint a Secretary of the Committee.

#### **2. Attendance at Meetings**

The Committee also has the power to request the attendance, for all or part of any meeting, of any Director or member of management as may be determined appropriate by the Chairman of the Committee.

#### **3. Frequency of Meetings.**

The Committee shall meet at such times as the Chairman of the Committee shall require, which will normally be once per annum. A meeting of the Committee may be called by any member of the Committee. Notice of the meeting shall be given to all members of the Committee five days prior to the meeting unless shorter notice is unanimously agreed.

#### **4. Duties**

1. To be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise as well as to put in place plans for succession, in particular, of the Chairman and the Managing Director.
2. To review regularly the Board structure, size and composition and recommendations to the Board with regard to any adjustments that are deemed necessary.
3. To make recommendations to the Board for the continuation (or not) in service of an Executive Director as an Executive or Non-Executive Director.
4. To make recommendations to the Board for the continuation (or not) in service of any Director who has reached the age of 70.
5. To recommend Directors who are retiring by rotation to be put forward for re-election.
6. To annually review conflict of interest authorisations granted to Board members.

The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

March 2009