

McBRIDE plc

NOMINATION COMMITTEE

CONSTITUTION AND TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Nomination Committee (the “Committee”) is a committee of the board of directors (the “Board”) of McBride plc (the “Company”) established under Article 115 of the Articles of Association.

2. TERMS OF REFERENCE TO BE MADE AVAILABLE

- 2.1 The Committee shall make available these terms of reference upon written request and by including them on the website of McBride plc.

3. MEMBERSHIP

- 3.1 The Committee shall be appointed by the Board and shall be comprised of the Chairman of the Board, all the non-executive directors and the Chief Executive Officer provided that there shall always be a majority of independent non-executive directors. The Chairman of the Board shall be the Chairman of the Committee provided that the Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession of the chairmanship. In the absence of the Chairman of the Committee, the remaining members present at a meeting shall elect one of their number to chair the meeting.

- 3.2 The Committee members will normally serve for a period of not less than three years and for a maximum period of nine years taking into account the importance of refreshing the membership of the Committee and avoiding undue reliance on any particular individual.

4. ATTENDANCE AT MEETINGS

- 4.1 The Company Secretary (or such person as nominated by the Committee) will be in attendance at meetings of the Committee and will act as Secretary to the Committee to arrange meetings, take minutes and circulate documentation. Draft minutes shall be circulated promptly to all Committee members. Once approved, minutes shall be circulated to other members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.

- 4.2 Any other person may be invited to attend meetings, but only if the members consider it is appropriate. No member of the Committee shall be present when matters specific to their responsibility are discussed.

- 4.3 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

5. FREQUENCY OF MEETINGS

- 5.1 The Committee shall meet at least once in each financial year and at such other time as the Chairman requires. A quorum shall be three members at least two of whom shall be independent non-executive directors.

- 5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions vested in or exercisable by the Committee. A meeting of the Committee may be called by any member of the Committee or the Secretary on reasonable notice.
- 5.3 Notice of each meeting, confirming the venue, time and date, and an agenda of items to be discussed should be sent to all members of the Committee, any person required to attend and any other non-executive directors no later than five days before the date of the meeting.

6. REPORTING

- 6.1 The Chairman shall report to the Board after each Committee meeting and shall, once a year, report to the Board on issues arising from its work in the preceding financial year. Minutes of the meetings of the Committee shall be circulated to all members of the Board, unless it would be inappropriate to do so.
- 6.2 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. Where an external search agency has been used, the name of the agency should be included, together with a statement as to whether it has any connection with the Company.
- 6.3 The report should also include details of the names and qualifications of all members of the Committee, the number of meetings in the period and the attendance by each member and a statement confirming the Board's policy on diversity (including gender).
- 6.4 The Chairman or, in his absence, an alternate shall attend the AGM and shall answer questions on the Committee's activities and their responsibilities.

7. AUTHORITY

- 7.1 The Committee is authorised by the Board to investigate any activity within its terms of reference as defined in this charter. It has authority to request any information it requires from any employee and employees will be directed to co-operate with any request made by the Committee.
- 7.2 The Committee is authorised to obtain outside legal or other advice and to arrange attendance of outsiders with relevant experience and expertise if it considers this necessary, the cost of such advisors shall be met by the Company.
- 7.3 The Committee is authorised to appoint sub-committees to undertake specific tasks and/or investigations within the Committee's terms of reference such sub-committee having the same powers as the Committee other than the power to appoint a sub-committee. The sub-committee shall be entitled to co-opt members of the management of the Company and/or professional advisers and/or consultants onto the sub-committee if it is considered that such co-opted member(s) will enable the sub-committee to complete its task and/or investigation more competently, thoroughly and expeditiously.

8. DUTIES

- 8.1 The Committee shall monitor compliance with legal and regulatory requirements with the objective of ensuring that all disclosures made to shareholders are transparent, effective and meaningful.

8.2 The primary purpose of the Committee is to consider and change, when necessary, the composition of the Board. There should be a formal rigorous and transparent procedure for the appointment of new directors and the Committee should lead the process for such appointments and made recommendations to the Board.

8.3 The Committee shall:

8.3.1 have regard to the UK Corporate Governance Code (the “Code”) and related guidance; and in fulfilling its duties, the Committee shall also take account of the provisions of the FCA Listing Rules, as well as the Companies Act 2006 including (but not limited to) the requirement for directors to exercise their duties in good faith and in ways most likely to promote the success of the Company for the benefit of its members as a whole;

8.3.2 review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary taking into account strategic issues and commercial changes affecting the Company and the markets in which it operates;

8.3.3 keep under review the leadership needs of the Company (both executive and non-executive) to ensure its continued ability to compete effectively in the marketplace;

8.3.4 be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise;

8.3.5 in respect of the nomination of candidates to the Board the Committee shall:

- (i) give due consideration to the balance of the Board and to the skill profile required to complement the skills, knowledge, experience and diversity amongst the existing directors,
- (ii) draw up a specification of the role and of the career experience, capabilities and other attributes desired of a new appointee,
- (iii) use open advertising or the services of external advisers to facilitate the search,
- (iv) consider candidates from a wide range of backgrounds,
- (v) consider candidates on merit and against objective criteria and with due regard for the benefit of diversity on the Board (including gender), taking care that appointees have enough time available to devote to the position,
- (vi) propose to the Board any new appointments, and
- (vii) ensure that prior to appointment proposed appointees disclose other current or future business interests that could result in a conflict of interest;

8.3.6 Review the gender balance of those in the senior management and their direct reports ready for disclosure in the annual report;

8.3.7 in respect of the appointment of new Board members, the Committee shall ensure that a Letter of Appointment is issued setting out the:

- (i) duration

- (ii) remuneration and reimbursement for expenses
 - (iii) expectations and responsibilities
 - (iv) membership of sub-committees
- 8.3.8 in respect of an appointment of Chairman of the Board, (as regards whom it is “particularly important” that he/she has enough time to devote to the job) prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. (A candidate’s other significant commitments should be disclosed to the Board before appointment (and also be included in the annual report).);
- 8.3.9 make recommendations to the Board concerning the membership of the Audit and Remuneration Committees, in consultation with the chairs of those committees;
- 8.3.10 assist the Board in developing the role of the senior independent non-executive director and identifying suitable candidates;
- 8.3.11 make recommendations to the Board for the continuation (or not) in service of any director as an executive or non-executive director, 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 their service contract;
- 8.3.12 recommend directors who are retiring by rotation to be put forward for re-election having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
- 8.3.13 make recommendations to the Board concerning 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;
- 8.3.14 make recommendations to the Board on the appointment of any director to executive or other office;
- 8.3.15 assess annually whether non-executive directors are spending sufficient time in fulfilling their duties.

9. GENERAL

- 9.1 The Committee shall have access to sufficient resources to carry out its duties, including the Company Secretary if required.
- 9.2 The Committee shall be provided with appropriate and timely training, both for new members and on an ongoing basis, including ensuring members are kept apprised of market practice and regulatory and governance developments
- 9.3 For the avoidance of doubt, the Board exercises itself the power to appoint any person to be a director, either to fill a casual vacancy or as an addition to the Board, in accordance with and subject to the Company’s articles of association.
- 9.4 The Committee will annually review its terms of reference, its performance and effectiveness, and recommend any necessary changes to the Board.
- 9.5 The Committee will work and liaise as necessary with all other Board Committees.

These terms of reference were adopted by the Board at a meeting held on Thursday 28 July 2005 and subsequently reviewed or updated at meetings of the Board as follows:

Tuesday 23 May 2006	Reviewed
Thursday 24 May 2007	Updated
Wednesday 29 July 2008	Reviewed
Wednesday 20 May 2009	Updated
Thursday 27 May 2010	Updated
Thursday 9 June 2011	Updated
Thursday 14 June 2012	Updated
Thursday 13 June 2013	Updated
Wednesday 18 June 2014	Updated
Tuesday 9 June 2015	Reviewed
Monday 20 June 2016	Reviewed
Tuesday 27 June 2017	Updated
Tuesday 26 June 2018	Updated
Thursday 4 July 2019	Updated

CHAIRMAN