



**COUNTRYWIDE PLC NOMINATION COMMITTEE
TERMS OF REFERENCE**



Countrywide
integrated solutions local expertise
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The following are the terms of reference of the Nomination Committee (the “**Nomination Committee**”) of Countrywide plc (the “**Company**”) and its subsidiaries in the Countrywide Group (the “**Group**”).

1. Membership

- 1.1 Members of the Nomination Committee (other than the initial members of the Committee) shall be appointed by the board of directors (the “**Board**”) and shall be made up of independent non-executive directors.
- 1.2 The Board shall appoint the chairman of the Nomination Committee (the “**Chairman**”) who shall be an independent non-executive director. In the absence of the Chairman, the remaining members present shall elect one of their number to chair the meeting. The chairman of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the chairmanship.
- 1.3 Only Nomination Committee members have the right to attend Nomination Committee meetings. However, the Nomination Committee may invite any directors or other executives of the Company, including the Group Managing Director or any external professional advisors to attend all or part of any meetings as and when appropriate. An executive will not attend when their own nomination discussion.
- 1.4 Appointments to the Nomination Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided that the majority of the Nomination Committee members remain independent.
- 1.5 The company secretary is the secretary of the Nomination Committee (the “**Secretary**”).

2. Quorum

- 2.1 The quorum necessary for the transaction of business shall be two members of the Nomination Committee, both of who must be independent non-executive directors.
- 2.2 A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise any or all of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

3. Frequency of meetings

- 3.1 The Nomination Committee shall meet at least twice in each year and at such other times as otherwise required.

4. Notice of meetings

- 4.1 Meetings of the Nomination Committee shall be called by the Secretary at the request of the Chairman.
- 4.2 Unless otherwise agreed, notice of each meeting confirming the venue, date and time, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Nomination Committee, and to other attendees as appropriate, no later than five working days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

5. Minutes of meetings

- 5.1 The Secretary shall minute the proceedings and decisions of all Nomination Committee meetings, including the names of those present and in attendance.
- 5.2 The members of the Nomination Committee shall, at the beginning of each meeting, declare the existence of any conflicts of interest arising and the Secretary shall minute them accordingly.
- 5.3 Draft minutes of Nomination Committee meetings shall be circulated promptly to the Chairman and, once agreed, to all members of the Nomination Committee.

6. Annual General Meeting

- 6.1 The Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Nomination Committee's activities and responsibilities.

7. Authority

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

8. Responsibilities

- 8.1 The Nomination Committee shall:-
 - (A) regularly review 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 changes;
 - (B) give full consideration to succession planning for directors in the course of the work of the Nomination Committee, taking into account the challenges and opportunities facing the Company, and the skills and expertise that will, therefore, be needed on the Board in the future; and

- (C) be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise.
- 8.2 The Nomination Committee will take into account the provisions of the UK Corporate Governance Code that are applicable to the Company and consider that at least half the Board, excluding the chairman of the Board, should comprise non-executive directors determined by the Board to be “independent” (as that term is defined in the UK Corporate Governance Code).
- 8.3 Before an appointment is made by the Board, the Nomination Committee will evaluate the balance of skills, knowledge and experience on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment (including, for the appointment of a chairman of the Board, an assessment of the time commitment expected, recognising the need for availability in the event of unexpected issues arising).
- 8.4 In identifying suitable candidates, the Nomination Committee shall:-
- (A) use open advertising or the services of external advisers to facilitate the search;
 - (B) consider candidates from a wide range of backgrounds; and
 - (C) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to that position.
- 8.5 The Nomination Committee shall 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.
- 8.6 The Nomination Committee shall be kept up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- 8.7 The Nomination Committee will review the time required from non-executive directors annually. Performance evaluation should be used to assess individual and collective performance including whether the non-executive directors are spending enough time to fulfil their duties, and whether the non-executive directors receive sufficient and timely information, training and support, including induction support.
- 8.8 The Nomination Committee will 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.
- 8.9 The Nomination Committee shall also make recommendations to the Board concerning:-
- (A) formulating plans for succession for non-executive directors and in particular for the key role of the chairman of the Board;
 - (B) membership of the Audit Committee and of the Remuneration Committee, in consultation with the chairman of those committees;
 - (C) 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;

- (D) the continuation (or not) in service of any director who has reached the age of 70;
- (E) 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; and
- (F) any matters relating to the continuation in office of any director at any time.

9. Reporting Responsibilities

- 9.1 The Chairman shall report formally to the Board on its proceedings after each meeting of the Nomination Committee on all matters within its duties and responsibilities.
- 9.2 The Nomination Committee shall make whatever recommendation to the Board it deems appropriate on any area within its remit where action or improvement is needed. Any recommendation of the Nomination Committee shall take effect only if approved by the Board.
- 9.3 The Nomination Committee shall make a statement in the Company's annual report and accounts about its activities, the process used to make appointments and an explanation as to whether external advice or open advertising has or has not been used.

10. Other matters

- 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.

These terms of reference were reviewed and approved by the Board on 24 July 2019.