

## Nominations Committee report

### Composition

The Nominations Committee ("the Committee") consists of David Hunter as Chair, Matthew Thorne, Hazel Adam, Elizabeth McMeikan, Chris Ireland and Ian Mattioli. On 1 January 2021 Barry Gilbertson retired as a Director of the Company and left the Committee. On 1 April 2021 Elizabeth McMeikan and Chris Ireland became Directors of the Company and were appointed to the Committee.

### Meetings

The Committee meets at least once a year and otherwise as required.

### Responsibilities

The key responsibilities of the Committee, which take into account principles J, K and L of the Code, are:

- Review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- Consider succession planning for Directors, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- Keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace; and
- Identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

Before any appointment is made by the Board, the Committee is required to 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:

- Use open advertising or the services of external advisers to facilitate the search;
- Consider candidates from a wide range of backgrounds; and
- Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, social and ethnic backgrounds and cognitive and personal strengths, taking care that appointees have enough time available to devote to the position.

The Committee also makes recommendations to the Board concerning:

- Formulating plans for succession for the Non-Executive Directors;
- Suitable candidates for the role of Senior independent Director;
- Membership of the Audit and Risk Committee, Remuneration Committee and the Management Engagement Committee, and any other Board Committees as appropriate and formed in due course, in consultation with the chairs of those Committees;
- 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 knowledge, skills and experience required; and
- The annual re-election by shareholders of Directors or 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 the need for progressive refreshing of the Board.

**Policy on tenure and succession planning**

The Committee considers the ongoing independence of each of the Non-Executive Directors, their respective skills and experience and whether each Non-Executive Director is able to commit sufficient time to the Company, as well as any other external appointments held. We consider that each Non-Executive Director has contributed an appropriate amount of time during the year.

Pursuant to the Articles of Association of the Company, at every AGM of the Company, one third of the Non-Executive Directors who are subject to the requirement to retire by rotation (not including any Non-Executive Director who was appointed by the Board since the last AGM and is standing for election) will retire from office and may offer themselves for re-election. However, notwithstanding the provisions of the Articles, all the Non-Executive Directors will offer themselves for re-election at each AGM in accordance with the provisions of the AIC Code.

Non-Executive Directors are appointed for an initial period of three years. It is the Company's policy of tenure to review individual appointments after six years of service to consider whether the Non-Executive Director is still independent and still fulfils the role. However, in accordance with the principles of the AIC Code, we do not consider it necessary to mandatorily replace a Director, including the Chair, after a predetermined period of tenure.

Reflecting the retirement of Barry Gilbertson during the year and the Company's succession policy, the Committee recommended the appointment of Elizabeth McMeikan and Chris Ireland as additional Non-Executive Directors during the year. Granger Reis was engaged to assist with the recruitment.

**Approval**

This report was approved by the Committee and signed on its behalf by:

**David Hunter**

Chair of the Nominations Committee

15 June 2021