

HENRY BOOT PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Definitions

In these terms of reference:

"Board" means the board of directors of the Company;

"Code" means the UK Corporate Governance Code as revised in April 2018 (or as further updated or reissued from time to time);

"Committee" means the Nomination Committee of the Board;

"Company" means Henry Boot PLC;

"Executive Committee" means the Chief Executive Officer and Chief Financial Officer of the Company, together with the managing directors of the major subsidiary companies of the Group, the Company Secretary and the HR Director, together with any other members as identified from time to time by the Chief Executive Officer of the Company; and

"Group" means the Company and its subsidiary undertakings from time to time.

2. Introduction

The purpose of the Committee is to lead the process for Board appointments and ensure plans are in place for orderly succession to both the Board and Executive Committee positions within the Group. The Committee should oversee the development of a diverse pipeline for succession and regularly review the composition of the Board and committees to ensure an appropriate combination of skills, experience, knowledge and diversity. See "Duties" below for more information.

3. Membership

3.1 The Committee shall comprise at least three members. A majority of the members of the Committee shall be independent non-executive directors. Members of the Committee shall be appointed by the Board, on the recommendation of the Committee, and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.

3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

3.3 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 themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chair.

4. **Secretary**

The Company Secretary, or his or her nominee, shall act as the secretary of 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 the issues.

5. **Quorum**

The quorum necessary for the transaction of business shall be two members, being independent non-executive directors.

6. **Frequency of meetings**

The Committee shall meet at least twice a year and otherwise as required.

7. **Notice of meetings**

7.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.

7.2 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, no later than five 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.

8. **Minutes of meetings**

8.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

8.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

9. **Engagement with shareholders**

The Committee Chair should attend the Annual General Meeting to answer 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.

10. **Duties**

The Committee should carry out the duties below for the Parent Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The Committee shall:

- 10.1 regularly review the structure, size and composition (including the skills, knowledge, experience, length of tenure, independence and diversity) of the Board, and make recommendations to the Board with regard to any changes;
- 10.2 ensure plans are in place for orderly succession to the Board and Executive Committee 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;
- 10.3 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;
- 10.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 10.5 be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, ensuring that a formal, rigorous and transparent procedure is followed;
- 10.6 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board ensuring that the objectives set out in the Board's policy on diversity and inclusion ("Board Diversity Policy"), are fully considered, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and setting out the time commitment expected. In identifying suitable candidates, the Committee shall:
 - 10.6.1 use open advertising or the services of external advisers to facilitate the search. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company;
 - 10.6.2 consider candidates from a wide range of backgrounds and within this context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths; and
 - 10.6.3 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.
- 10.7 prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments 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 and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board;
- 10.8 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;

- 10.9 review the results of the Board performance evaluation process that relate to the composition and diversity of the Board, and succession planning;
- 10.10 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- 10.11 work and liaise as necessary with all Board Committees.

The Committee shall also make recommendations to the Board concerning:

- 10.12 formulating plans for succession for the Board and Executive Committee positions, and any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
- 10.13 suitable candidates for the role of Chair, Deputy Chair and Senior Independent Director, and suitable candidates as new directors and succession for existing directors;
- 10.14 membership of the Audit and Risk, Remuneration and Responsible Business Committees, and any other Board committees as appropriate, in consultation with the Chairs of those committees;
- 10.15 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;
- 10.16 the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable 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 (particularly in relation to directors being re-elected for a term beyond six years);
- 10.17 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 their service contract; and
- 10.18 the appointment of any director to executive or other office.

11. Reporting responsibilities

- 11.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 The Committee shall produce a report to be included in the Company's annual report about its activities including:
 - 11.3.1. the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;

- 11.3.2. how the Board performance review and skills 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 or will influence Board composition;
 - 11.3.3. the Board Diversity Policy's objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and
 - 11.3.4. the gender and ethnicity balance of those in the Executive Committee and their direct reports.
- 11.4. 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.

12. **Other matters**

The Committee shall:

- 12.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 12.2 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;
- 12.3 give due consideration to all relevant 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;
- 12.4 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 recommend any changes it considers necessary to the Board for approval.

13. **Authority**

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