

## NOMINATIONS COMMITTEE TERMS OF REFERENCE

### 1. Membership

- 1.1 The nominations committee (the "**Committee**") is a committee of the board of Rank (the "**Board**") and, as such, is appointed by and reports to the Board.
- 1.2 The Committee shall comprise of the chairman of Rank (who shall be the chairman of the Committee save when it is dealing with the appointment of a succession to the chairmanship), the chief executive and at least two independent non- executive directors, save that the chief executive will not be present when the office of chief executive is under discussion.
- 1.3 A quorum shall be two members, one of which must be the chairman; meetings may be held in person or by telephone.

### 2. Secretary

The secretary of the Committee shall be the company secretary of Rank.

### 3. Purpose

The purpose of the Committee is assist the chairman in keeping the composition of the Board and executive committee under review, and to lead the nominations process to the Board. In doing so, the Committee will have regard to best practice corporate governance standards.

### 4. Duties

- 4.1 The Committee shall:
  - 4.1.1 make available its terms of reference explaining clearly its role and the authority delegated to it by the Board;
  - 4.1.2 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
  - 4.1.3 regularly review the structure, size and composition (including the skills, knowledge, independence, experience, diversity and ethnicity) of the Board and make recommendations to the Board with regard to any changes;
  - 4.1.4 regularly review the structure, size and composition (including the skills, knowledge, experience, diversity and ethnicity) of the executive committee and make recommendations to the Board with regard to any changes;
  - 4.1.5 keep up to date and fully informed with strategic issues and commercial changes affecting Rank and the market within which it operates;

- 4.1.6 give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing Rank and what skills and expertise are therefore needed on the Board in the future;
  - 4.1.7 before making an appointment, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, have prepared a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
    - (i) consider candidates from a wide range of backgrounds;
    - (ii) use open advertising or external advisers to facilitate the search;
    - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender and ethnicity;
    - (iv) have due regard that appointees are available to allocate sufficient time to Rank to discharge their responsibilities effectively;
  - 4.1.8 prior to the appointment of a director the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
  - 4.1.9 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;
  - 4.1.10 arrange for periodic reviews of its own performance and at least annually review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes to the board that it considers necessary.
5. The Committee shall also make recommendations to the Board concerning:
- 5.1 the formulation plans for succession for executive and non-executive directors and the executive committee, in particular the key roles of the chairman and chief executive;
  - 5.2 the re-appointment of any non-executive director at the conclusion of their specified term of office and matters relating to the continuation in office of any director at any time;
  - 5.3 membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairman of those committees;
  - 5.4 the appointment of any director to executive or other office;
  - 5.5 suitable candidates for the role of senior independent director.

6. Reporting

- 6.1 The chairman of the Committee shall report to the Board on the deliberations and activities of the Committee at each board meeting following a Committee meeting.
- 6.2 The Committee shall produce a report to be included in Rank's annual report, detailing its activities, the appointment process and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and the statement made as to whether it has any connection with Rank.
- 6.3 The report referred to in 6.2 above should include a statements of the Board's policy on diversity, including gender and ethnicity, and any measurable objectives that it has for implementing the policy, and progress on achieving the objectives;
- 6.4 The annual report will include a statement about the Committee's activities, the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year.

Approved by the Board on 15 August 2018