

ANT plc

Terms of Reference for the Nomination Committee

1. Constitution

IT WAS RESOLVED (pursuant to the powers of the Board under Article 133 of the Articles of Association of the Company) that a Committee of the Board be and is hereby established and that it is known as the Nomination Committee.

2. Membership

- 2.1 The Committee shall consist of not less than three members, appointed by the Board, at least two of whom shall be Non-Executive Directors of the Company. The first members of the Committee shall be David Kynaston, Anthony Caplin and Simon Woodward. A quorum shall be two members at least two of whom shall be non-executive Directors (or as governed by the Company's Articles of Association from time to time but not less than two).
- 2.2 The Chairman of the Committee shall be appointed by the Board from amongst any of the non-executive Directors on the Committee and in the first instance shall be David Kynaston.
- 2.3 The members of the Committee shall be re-elected each year by the Board and a member of the Committee can be removed by the Board at any time subject to the requirement that the number of Committee members shall not fall below three at any time.
- 2.4 Each member shall devote extra time to his work as a member of the Committee, in addition to carrying out his duties as a Director of the Company and as a member of any other committees of the Board.

3. Secretary

The Company Secretary shall be the Secretary of the Committee.

4. Frequency of Meetings

- 4.1 Meetings shall be held not less than twice a year.
- 4.2 A meeting may also be requested at any time by the Chairman of the Board, by any member of the Committee who considers that one is necessary and by any member of the Board if approval is given by the any member of the Committee.

5. Duties

The duties of the Committee shall be to:

- (a) consider, at the request of any Director, the Board or the Chairman, the making of any appointment, or reappointment to the Board;
- (b) provide advice and recommendations to the Board or the Chairman (as the case may be) on any such appointment or re-appointment; and
- (c) ensure that the Chairman of the Committee attends the Annual General Meeting to answer any questions relating to matters for which the Committee is responsible.

6. **Authority**

IT WAS RESOLVED that the Committee be and it is hereby authorised, at the expense of the Company:

- (a) to investigate any activity within its terms of reference;
- (b) to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee; and
- (c) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. **Reporting procedures**

The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

8. **Miscellaneous**

Subject as provided in this resolution and to the Articles of Association of the Company, the Committee shall determine its own procedures.