

# MOSS BROS.

GROUP PLC

## **NOMINATIONS COMMITTEE TERMS OF REFERENCE**

**These Terms of Reference replace the previous terms of reference and were approved and adopted by the Board on 25<sup>th</sup> November 2015.**

### **1. Constitution**

The Board hereby resolves to establish a committee of the Board to be known as the Nomination Committee (“the Committee”).

### **2. Membership**

The Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three in number, two of whom should be independent non-executive directors. The quorum shall be three members (“the Members”).

The Chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Board or the senior non-executive director. The Company Secretary or their nominee shall act as Secretary of the Committee.

### **3. Attendance at Meetings**

The Members shall normally attend meetings. Other Board members shall also have the right of attendance if invited; the Chief Executive Officer will normally be invited to attend by the Chairman of the Nomination Committee.

No Committee attendee shall be present at any discussion or decision on his or her own appointment.

The Secretary shall keep appropriate records of all meetings of the Committee, together with details of the proceedings and resolutions.

Copies of the minutes of the meetings shall be circulated to all members of the Board unless the Chairman otherwise decides.

The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

### **4. Frequency of Meetings**

Meetings shall be held once a year and upon request whenever it is considered necessary for the duties of the Nomination Committee to be carried out.

### **5. Authority**

The Committee is authorised by the Board under the Articles of Association of the Company to investigate any activity within its terms of reference. It is authorised to

seek any information, which it requires from any employee and all employees are directly to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise when this is considered necessary.

## **6. Reporting Procedures**

The Committee Chairman shall report to the Board on its proceedings after each meeting on matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall make a statement in the annual report about its activities, the process used to make appointments.

## **7. Duties**

The duties of the Committee shall be:

- (a) to nominate candidates for the approval by the Board to fill vacancies on the Board;
- (b) to review the Board structure, size and composition and make recommendations to the Board with regard to any changes;
- (c) to evaluate the balance of skills, knowledge and experience on the Board and prepare descriptions for the role identified and capabilities required for a particular appointment and give consideration to succession planning for directors and other senior executives;
- (d) to evaluate potential candidates for the position of directors (non-executive and executive) and make the necessary recommendations to the Board;
- (e) to ensure the quality of the candidate is best qualified to fulfil the position;
- (f) to ensure that Moss Bros Group Plc implement the Combined Code by ensuring that the Company is headed by an effective Board, the Board is balanced in terms of executive and non-executive Directors and that at least one third of the Directors submit themselves for re- election each year.

## **8. Other**

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.

## **9. Authority**

The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

The Committee is authorised when the fulfillment of its duties requires, to obtain any outside legal or other professional advice including the advice of independent remuneration consultants, and to secure the attendance of external advisers at its meetings, if it consider this necessary, at the Company's expense. The Committee shall have full authority to commission any reports or surveys which it seems necessary to help it fulfil its obligations.