

# **AEP-Plc**

## **Terms of Reference for the Nominations Committee**

### **Purpose**

- To review the structure, size and composition of the Board and to recommend to the Board any adjustments deemed necessary.
- To identify and nominate for the approval of the Board candidates to fill Board vacancies as and when they arise.
- To make recommendations to the Board in relation to:
  - Succession plans, in particular, for the Chairman and executive Directors;
  - Re-appointment of any non-executive Director at the conclusion of his or her specified term of office;
  - Re-election by shareholders of any Director under the retirement provisions in the Company's Articles of Association;
  - Membership of Board Committees, in consultation with the Chairmen of those committees.
- To review, at least once a year, its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- To review any matters referred to the Committee where any director (other than the Chairman) is in a situation (or potentially in a situation) where that director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and to recommend to the Board whether any such situational conflict should, and if so on what terms, be authorised by the Board, and if deemed appropriate, recommend approval of such conflicts to the Board.

### **Membership**

Not less than two non-executive Directors, a majority of whom shall be independent as defined in the Combined Code.

### **Chairman**

Appointed by the Board. He/she or a member of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

### **Attendees**

By invitation.

### **Quorum**

Two, one of whom shall be the Chairman or his/her nominee.

### **Secretary**

Company Secretary or his/her nominee.

### **Frequency of meetings**

At least once annually.

**Agenda and papers**

The agenda and papers shall be available on request to all members of the Board.

**Reporting procedure**

The Committee shall regularly report to the Board on the matters discussed and the minutes of all meetings shall be received by the Board.

**Delegation**

The Committee shall not be entitled to sub-delegate any of its powers or authority.

**Advisers**

The Committee may obtain, and determine the fees for, any outside legal or other independent professional advice as it considers necessary in connection with its duties and secure the attendance of external advisers at its meetings.