

SWALLOWFIELD PLC
NOMINATION COMMITTEE – TERMS OF REFERENCE

REVISION K – FEBRUARY 2014

Members:

B M Hynes (Chair)
F P Berrebi
R S McDowell

In attendance (by invitation):

CEO

Meetings:

As appropriate

Authority:

The Committee is authorised by the Board to seek any information from any employee it requires in order to carry out its duties. The Committee is authorised to obtain independent professional and/or legal help at the Company's expense as necessary.

Duties:

- To ensure an appropriate balance of experience and abilities on the Board and regularly review the size and composition of the Board, recommending any proposed changes to the Board.
- Make recommendations to the Board for succession for both executive and non-executive directors.
- Appointment of recruitment consultants to assist in the search for new directors as appropriate.
- Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment.
- Make recommendations to the Board concerning the re-appointment of any non-executive director at the conclusion of their specified term of office and the re-election by shareholders of any director under the retirement by rotation provisions.

Minute Taker:

As appropriate.

Quorum:

Two members.