

**TRAVERS SMITH**

DATED 18 DECEMBER 2013

**BENCHMARK HOLDINGS PLC**

**NOMINATION COMMITTEE – TERMS OF REFERENCE**

**BENCHMARK HOLDINGS PLC (the “Company”)**

**NOMINATION COMMITTEE – TERMS OF REFERENCE**

**CONSTITUTION**

1. The members of the Nomination Committee for the time being shall be:  
  
Alex Hambro (Chairman)  
  
Susan Searle
2. The Nomination Committee (the “Committee”) shall consist of a minimum of 2 members appointed by the board of directors of the Company (the “Board”). A majority of the members of the Committee should be independent non-executive directors. The Chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board or an independent non-executive director. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the Committee when it is dealing with the succession to the chairmanship of the Board.
3. Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director remains independent.
4. The Company secretary shall act as the Secretary of the Committee.
5. The quorum for decisions of the Committee shall be any 2 members.

**ROLE**

6. The Committee shall:
  - 6.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board and make recommendations to the Board with regard to any changes;
  - 6.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
  - 6.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

called upon or shall be able to speak by prior arrangement with the Chairman of the Committee.

- 21.** The Committee shall conduct an annual review of its work and these terms of reference to ensure it is operating at maximum effectiveness and shall make recommendations about any changes it considers necessary to the Board.
- 22.** The Committee shall:
  - 22.1** have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
  - 22.2** be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members
  - 22.3** give due consideration to laws and regulations, the provisions of the Quoted Companies Alliance (QCA) Corporate Governance Code for Small and Medium Sized Companies, the AIM Rules for Companies and the requirements of the UK Listing Authority's Prospectus Rules and Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- 23.** These terms of reference shall be made available on the Company's website.