



INTERTEK GROUP PLC

**NOMINATION COMMITTEE TERMS OF REFERENCE**

<b>1.</b>	<b>Membership</b>
1.1	The Committee shall comprise at least three directors. A majority of the members of the Committee shall be independent non-executive directors.
1.2	Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, Executive Vice President of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
1.3	Appointments to the Committee are made by the Board and 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 still meets the criteria for membership of the Committee.
1.4	The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves 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 matter of succession to the Chairmanship.
<b>2.</b>	<b>Secretary</b>
	The Group Company Secretary or his or her nominee shall act as the Secretary of the Committee.
<b>3.</b>	<b>Quorum</b>
	The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
<b>4.</b>	<b>Frequency of meetings</b>
	The Committee shall meet at least twice a year and otherwise as required.

<b>5.</b>	<b>Notice of meetings</b>
5.1	Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.
5.2	Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
<b>6.</b>	<b>Minutes of meetings</b>
6.1	The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
6.2	Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.
<b>7.</b>	<b>Annual General Meeting</b>
	The Committee Chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities.
<b>8.</b>	<b>Duties</b>
	The Committee shall
8.1	regularly review the structure, size and composition (including the skills, experience, knowledge and diversity) of the Board and make recommendations to the Board with regard to any changes
8.2	ensure plans are in place for orderly succession to both the Board and senior management positions; and oversee the development of a diverse pipeline for succession
8.3	keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace
8.4	keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates
8.5	be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise
8.6	before any appointment is made by the Board, evaluate the combination of skills, experience, knowledge and diversity on the Board, and, in the light of this evaluation prepare a job description of the role and capabilities required for a particular

	<p>appointment to ensure a formal, rigorous and transparent procedure.</p> <p>In identifying suitable candidates, the Committee shall</p>
8.6.1	use open advertising and/or the services of external advisers for the appointment of the Chairman and Non-Executive Directors
8.6.2	consider candidates on merit and against objective criteria and, within this context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths
8.7	when making appointments, the Committee should take into account other demands on directors time. Prior to appointment, significant commitments should be disclosed with an indication of the time involved. Additional external appointments should not be undertaken without prior approval of the Board, with the reasons for permitting significant appointments explained in the annual report
8.8	prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest
8.9	ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings
	The Committee shall also make recommendations to the Board concerning
8.10	formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer
8.11	suitable candidates for the role of senior independent director
8.12	membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chairmen of those Committees
8.13	the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the skills, experience and knowledge required
8.14	the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code, having due regard to their performance and ability to continue to contribute to the Board in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years)
8.15	the appointment of any director to executive or other office.

<b>9.</b>	<b>Reporting responsibilities</b>
9.1	The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
9.2	The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
9.3	The Committee shall produce a report to be included in the Company's annual report about its activities.
<b>10.</b>	<b>Other matters</b>
	The Committee shall
10.1	have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat department for assistance as required
10.2	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
10.3	give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate
10.4	arrange for annual reviews of its own performance.
<b>11.</b>	<b>Authority</b>
	The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.