

ACCIDENT EXCHANGE GROUP PLC

("Company")

NOMINATION COMMITTEE TERMS OF REFERENCE

Adopted on 26th October 2006

1. **Definitions**

In these terms of reference:

"**Board**" means the board of directors of the Company; and

"**Committee**" means the nomination committee of the Board.

2. **Membership**

2.1 Members of the Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom shall be independent non-executive directors. The current Chairman of the Committee is **David Galloway**.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals (such as the chief executive, external advisers) may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members remain independent.

2.4 The Board shall appoint the chairman of the Committee, who shall be either 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. The chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship of the Board.

3. **Secretary**

The Company secretary or his/her nominee shall act as the secretary of the Committee.

4. **Quorum**

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors. 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.

5. **Frequency of meetings**

The Committee shall meet at least twice a year and at such other times as the chairman of the Committee shall require.

6. Notice of meetings

6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.

6.2 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, any other person required to attend and all other non-executive directors no later than five working 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.

7. Minutes of meetings

7.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

7.2 The secretary of the Committee shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and minute them accordingly.

7.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

8. AGM

The chairman of the Committee shall attend the AGM prepared to respond to any shareholder questions on the Committee's activities.

9. Duties

9.1 The Committee shall:

9.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position, and make recommendations to the Board with regard to any changes;

9.1.2 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, knowledge and experience are therefore needed on the Board in the future;

9.1.3 be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

9.1.4 before an appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:

9.1.4.1 use open advertising or the services of external advisers to facilitate the search;

- 9.1.4.2 consider candidates from a wide range of backgrounds; and
 - 9.1.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - 9.1.5 keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
 - 9.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - 9.1.7 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
 - 9.1.8 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, service on committees and involvement outside Board meetings.
- 9.2 The Committee shall also make recommendations to the Board concerning:
- 9.2.1 formulating plans for succession for both executive and non-executive directors and, in particular, for the key roles of chairman of the Board and chief executive (but see **paragraph 9.2.8 below**below
 - 9.2.2 suitable candidates for the role of senior independent director;
 - 9.2.3 membership of the audit and remuneration committees, in consultation with the chairmen of those committees;
 - 9.2.4 the re-appointment of any non-executive director at the conclusion of his/her specified term of office, having given due regard to his/her performance and ability to continue to contribute to the Board in the light of the skills, knowledge and experience required;
 - 9.2.5 the continuation (or not) in service of any director who has reached the age of 70;
 - 9.2.6 the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's articles of association, having given due regard to his/her performance and ability to continue to contribute to the Board in the light of the skills, knowledge and experience required;
 - 9.2.7 any matters relating to the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company (subject to any relevant legal requirements and his/her service contract); and

9.2.8 the appointment of any director to executive or other office (other than to the positions of chairman of the Board and chief executive, the recommendation for which would be considered at a meeting of the Board).

10. **Reporting responsibilities**

10.1 The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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

10.3 The Committee shall make a statement in the Company's annual report and accounts about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

11. **Self-appraisal**

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.

12. **Authority**

The Committee is authorised by the Board:

12.1 to seek any information it requires from any employee of the Company in order to perform its duties; and

12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.