

## UNITED BUSINESS MEDIA LIMITED

### NOMINATION COMMITTEE – TERMS OF REFERENCE

Adopted 7 May 2008

#### **Membership**

The nomination committee shall comprise a chairman and at least two other members, all of whom shall be appointed by the board. A majority of members shall be non-executive directors who are considered by the board to be independent. A quorum shall be two members.

#### **Chairmanship**

The chairman of the board will act as chairman of the committee, save where the committee is dealing with the succession of the chairmanship.

#### **Meetings**

Meetings shall be held not less than twice a year and at such other times as the chairman of the committee may determine.

#### **Duties**

##### Board composition and performance

1. To review regularly the structure, size and composition (including the skills, knowledge and experience) of the board and make recommendations to the board with regard to any changes.
2. To ensure that a process is in place to undertake an annual performance evaluation of the board and its committees.

##### Board appointments

3. To identify and nominate candidates for the approval of the board, to fill board vacancies as and when they arise.
4. To assess the time needed to fulfil the role of chairman, senior independent director and non-executive directors, and to ensure on appointment that a candidate has sufficient time to undertake the role to which he is being appointed.

Succession planning

5. To review succession planning for both executive and non-executive directors, taking into account the challenges and opportunities facing the group and the skills and experience needed on the board; to agree the succession planning process with the board and to oversee its operation.
6. To keep under review the leadership needs of the group, both executive and non-executive, with a view to ensuring the continuing ability of the group to compete effectively in the marketplace.
7. To make review and make recommendations to the board as regards the reappointment of any non-executive director at the conclusion of his or her specified term of office.

Secretary

The company secretary shall act as secretary to the committee.