

**3i Infrastructure plc**  
**(the "Company")**

**Terms of Reference – Nomination Committee**  
**(the "Committee")**

**Last updated and approved by the Board on 29 January 2019**

**1 Constitution**

The Committee was established by the Board at a meeting held on 28 September 2009 to assist the Board in fulfilling its responsibilities.

**2 Purpose**

2.1 The purpose of the Committee is to assist the Board in adopting and operating a formal, rigorous and transparent procedure for the appointment and re-appointment of new Directors to the Board.

2.2 The Committee shall consider and recommend to the Board suitable candidates as Directors, who have the time to commit to the Company and who are of appropriate experience, qualifications, background and reputation, so that any such appointment will enhance the Board's ability to discharge its functions and responsibilities.

**3 Membership**

3.1 Members of the Committee shall be appointed by the Board and in consultation with the Committee Chair. The Committee shall comprise of at least three members, all of whom shall be independent non-executive Directors.

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

3.3 The Board shall appoint the Committee Chair who shall be either the Chair of the Board or an independent non-executive Director. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chair of the Board.

**4 Secretary**

3i plc (the "Secretary") or its nominee shall act as the Secretary of the Committee.

**5 Quorum**

5.1 The quorum necessary for the transaction of business shall be two members. 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.

- 5.2 Members may attend meetings of the Committee via teleconference or video conference. Decisions of the Committee may also be taken by way of a unanimous written resolution of the Committee members. Such written resolution is adopted when all members of the Committee have signed one or more copies of it or otherwise indicated their agreement to it in writing (which may include by electronic mail).

## **6 Frequency of Meetings**

The Committee shall meet at least once a year and otherwise as frequently as is required in the performance of its duties. The timing and agenda of meetings is the responsibility of the Committee Chair, subject to the expressed wishes of the Committee members.

## **7 Notice of Meetings**

- 7.1 Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or any of the Committee's members.
- 7.2 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 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 wherever possible.

## **8 Minutes of Meetings**

- 8.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 8.2 Minutes of Committee meetings shall be circulated promptly to the Committee Chair for their review and comment and then circulated to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chair.

## **9 Annual General Meeting**

The Committee Chair shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities.

## **10 Duties**

- 10.1 The Committee shall:
- 10.1.1 regularly review (including results from the board evaluation) and recommend to the Board the structure, size, diversity and composition of the Board (having regard to the skills, experience and leadership needs of the Company).
  - 10.1.2 give full consideration to succession planning for Directors, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future.
  - 10.1.3 be responsible for identifying and nominating for approval by the Board, candidates to fill Board vacancies as and when they arise.

- 10.1.4 lead the Board appointment process for new Directors, evaluating the balance of skills, knowledge and experience on the Board as well as the Board's diversity, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
    - 10.1.4.1 use open advertising or the services of external advisers to facilitate the search;
    - 10.1.4.2 consider candidates from a wide range of backgrounds;
    - 10.1.4.3 consider candidates on merit and against objective criteria, and within this context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths taking care that appointees have enough time available to devote to the position.
  - 10.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
  - 10.1.6 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.
  - 10.1.7 ensure that on appointment to the Board, non-executive Directors (including the Chair) receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment and involvement outside of Board and Board committee meetings.
  - 10.1.8 For the appointment of a Chair of the Board, prepare a job specification, including the time commitment expected.
  - 10.1.9 ensure that, prior to the appointment of a Director of the company, the proposed appointee is required (a) to disclose significant commitments with an indication of the time involved; and (b) to disclose any other business interests that may result in a conflict of interest, (c) to report any future business interests that could result in a conflict of interest.
  - 10.1.10 make recommendations to the Board regarding the independence of non-executive Directors of the Company and the suitability of any Directors of the Company to continue in office, considering the specific reasons why each Director's contribution is and continues to be important to the Company's long term sustainable success and having regard to their time commitments to the role and the balance of skills and experience required.
- 10.2 The Committee shall also make recommendations to the Board concerning:
- 10.2.1 formulating plans for succession for non-executive Directors and in particular for the key role of Chair of the Board.
  - 10.2.2 suitable candidates for the role of Senior Independent Director.
  - 10.2.3 membership of the Audit & Risk, Management Engagement and Remuneration Committees, in consultation with the Chairs of those Committees.
  - 10.2.4 the re-appointment of any non-executive Director at the conclusion of their specified term of appointment having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required.
  - 10.2.5 the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's Articles of Association having due regard to their performance, specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success and their ability to continue to contribute to the Board in light of the knowledge, skills and experience required.
  - 10.2.6 any matters relating to the continuation in office of any Director at any time.
  - 10.2.7 plans to oversee the development of a diverse pipeline for succession arrangements for Directors of the company.

- 10.2.8 developing and recommending to the Board for approval a formal policy on diversity and inclusion for the Company linked to the Company's strategy and to set and monitor the implementation of this policy and achievement of related objectives.

## **11 Reporting Requirement**

- 11.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 The Committee shall prepare a statement for the annual report about its activities, laying out the process used to make appointments, disclosing the procedures used in nominations for re-election, defining the policy of the board on tenure, and describing the board's policy on diversity, including gender, and its implementation. The Committee shall also explain if external advice or open advertising has not been used and report the frequency and attendance record of Committee meetings.

## **12 Other**

- 12.1 The Committee shall, at least once a year, or at the request of the Board, review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.
- 12.2 Work and liaise as necessary with all other Board Committees.

## **13 Authority**

- 13.1 The Committee can seek any information it requires from any Director or its advisers in order to perform its duties.
- 13.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.