

**GVC HOLDINGS PLC**  
**(the *Company*)**

**TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE**  
**(the *Committee*)**

**MEMBERSHIP**

1. The Committee shall be appointed by the board of directors of the Company (the ***Board***). The Committee shall comprise of at least three members.
2. The quorum for meetings shall be two of whom at least one must be an independent non-executive director of the Company. 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.
3. The Committee shall consist of a majority of independent non-executive directors of the Company.
4. The Chairman of the Committee shall be appointed by the Board and should either be the Chairman of the Board or an independent Director. If the Chairman of the Committee is also the Chairman of the Board, he shall not chair the Committee when it is dealing with the matter of succession to the position of Chairman of the Board. In the absence of the Chairman of the Committee at any particular meeting of the Committee, the remaining members present shall elect one of their number to chair the meeting, who must be an independent non-executive director.
5. The Company Secretary shall be the Secretary of the Committee.
6. The Board shall determine all terms of appointment of members of the Committee 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.

**MEETINGS**

7. Only members of the Committee shall have the right to attend Committee meetings. Other directors, advisers or other appropriately experienced outsiders may attend on the invitation of the Committee.
8. The Committee shall meet not less than once a year and at such other times as any member of the Committee shall require. Meetings may be summoned by the Secretary at the request of any of the Committee's members.
9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting together with an agenda of items to be discussed and supporting papers shall be forwarded to each member of the Committee prior to the date of the meeting in a timely manner.

## **AUTHORITY**

10. The Committee may seek any information it requires from any employee of the Company in order to perform its duties. All employees shall co-operate with any request made by the Committee.

11. The Committee may, at the Company's expense, obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant expertise and experience if it considers this necessary.

12. The Committee may provide members with timely training, both in form of an induction programme for new members and on an ongoing basis for all members.

## **DUTIES**

13. Having regard to the rules of the UK Listing Authority and the requirements of the UK Corporate Governance Code, the duties of the Committee shall be:

- (a) to ensure that the Company maintains contact as necessary with its major shareholders about appointments to the Company;
- (b) to establish and review from time to time appropriate induction processes for newly-appointed directors;
- (c) to review the Board structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board compared to its current position and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- (d) to give full consideration to succession planning for directors and other senior management in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are needed on the Board in the future;
- (e) to be responsible for identifying and nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise;
- (f) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity of 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:
  - (i) use open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- (g) to satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior appointments;
- (h) 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;

- (i) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (j) to quantify the time needed to fulfil the role of Chairman, senior independent non-executive director and non-executive director of the Company, and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties;
- (k) to ensure on appointment that a candidate has sufficient time to undertake the role and review his commitments, ensuring that if he is an executive of another company this will be his sole non-executive appointment;
- (l) to ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments;
- (m) to make recommendations to the Board:
  - (i) concerning plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer;
  - (ii) for the continuation (or not) in service of any director;
  - (iii) regarding the membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairman of those committees;
  - (iv) as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office, especially when they have concluded their second term, 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;
  - (v) concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association and the recommendations of the UK Corporate Governance Code, 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 and the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years);
  - (vi) concerning any matters relating to the continuation in office of any director as a director at any time, including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract;
  - (vii) concerning the appointment of any director to executive or other office within the Company other than to the positions of Chairman and Chief Executive Officer, the recommendation for which would be considered at a meeting of the full Board; and
  - (viii) detailing items that should be published in the Company's annual report relating to the activities of the Committee.

## **REPORTING PROCEDURES**

14. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee and to all other members of the Board.

15. The Chairman of the Committee shall report to the Board on all meetings of the Committee.

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

17. The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. The report shall include a statement of the Board's policy on diversity and any associated information recommended by the UK Corporate Governance Code.

18. The Committee members shall conduct an annual review of their work and these terms of reference and make recommendations to the Board.

19. The Chairman of the Committee shall attend the Annual General Meeting of the Company and shall be prepared to respond to any shareholder questions on the Committee's activities.

20. The Committee shall make these terms of reference available to shareholders of the Company.

**Adopted on 15 April 2016**