



Nomination Committee – Terms of Reference

1. Constitution

- 1.1 Great Portland Estates plc's Nomination Committee ('the Committee') is established by the Board of Directors.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of a minimum of three members, the majority of which shall be independent Non-Executive Directors.
- 2.2 The Committee Chairman shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.4 Appointments to the Committee 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.
- 2.5 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 their number to chair the meeting. The Chairman of the Board ('Chairman') shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

3. Secretary

- 3.1 The Company Secretary or his/her nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4. Quorum

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

5. Frequency of Meetings

- 5.1 The Committee shall meet not less than 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 the Chairman of the Committee.
- 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. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time, and in a timely manner.

7. **Minutes of Meetings**

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be circulated promptly and agreed with the Committee Chairman. Minutes of Committee meetings shall be circulated to all members of the Committee as part of the following Nomination Committee pack for approval at that meeting.

8. **Annual General Meeting**

- 8.1 The Chairman of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

9. **Duties**

- 9.1 The Committee shall:

Composition of the Board and Senior Management

- 9.1.1 regularly review the structure, size and composition of the Board and its committees (including the skills, experience, independence, knowledge and diversity), taking account of the Company's values, strategic priorities and main trends and factors affecting the long term success and future viability of the Company and the market in which it operates, and make recommendations to the Board with regard to any changes;
- 9.1.2 keep under review the leadership needs of the organisation, relating both to the Board and Senior Management, with a view to ensuring the continued ability of the organisation to compete effectively in the market place;

Succession Planning

- 9.1.3 in the course of its work, give full consideration to succession planning for directors and senior management, based on merit and objective criteria and taking into account the Company's values, the challenges and opportunities facing the Company, and what skills, experience, independence, knowledge and diversity are needed on the Board / Senior Management team in the future, the length of service of the Board as a whole and the need for its membership to be regularly refreshed;

Appointments to the Board

- 9.1.4 be responsible for identifying and nominating for the approval of the Board, candidates from diverse backgrounds to fill Board vacancies as and when they arise;
- 9.1.5 before the Board makes any appointment, evaluate, following consultation with the Chief Executive, the balance of skills, experience, independence, knowledge and diversity of the Board, and the future challenges affecting the Company 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:
 - 9.1.5.1 use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search;
 - 9.1.5.2 consider candidates from diverse backgrounds;
 - 9.1.5.3 consider candidates on merit and against objective criteria, including the Company's values, and with due regard for promoting the benefits of diversity on the Board, including of gender, social and ethnic backgrounds, and cognitive and personal strengths, taking care that appointees have enough time available to devote to the position;
- 9.1.6 for the appointment of a Chairman, prepare a job specification, including the time commitment expected;
- 9.1.7 before appointment, require proposed appointees, including the Chairman, to disclose other significant commitments to the Board indicating the time involved. Any changes to those commitments should be reported to the Board as they arise with prior approval sought from the Chairman;
- 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, Committee service and involvement outside Board meetings together with details of the proposed induction process;

Conflicts of Interest

- 9.1.9 prior to the appointment of a director, require the proposed appointee to disclose any other business interest that may result in a conflict of interest and be required to report any future business interest that could result in a conflict of interest;

Board Evaluation

- 9.1.10 review the results of the Board performance evaluation process that relate to the composition of the Board, its diversity and how effectively the members of the Board work together to achieve objectives;
- 9.1.11 review annually the time required from Non-Executive Directors, including the Chairman and Senior Independent Director. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties; and

10. **Board Recommendations**

- 10.1 The Committee shall make recommendations to the Board, as appropriate, concerning:
- 10.1.1 formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive;
 - 10.1.2 suitable candidates for the role of Senior Independent Director;
 - 10.1.3 membership and chairmanship of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chairman of those committees;
 - 10.1.4 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 and the Company's values and long-term sustainable success, in the light of the knowledge, skills and experience required and the length of service of the Board as a whole and its membership being regularly refreshed. Where a Non-Executive Director (including the Chairman) has already served six years on the Board, and is proposed and re-elected for a further term of three years, their continued appointment should be reviewed annually by the Committee;
 - 10.1.5 the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association having due regard to their performance and commitment to their role, ability to continue to contribute to the Board and the Company's values and long-term sustainable success, in the light of the knowledge, skills and experience required and the length of service of the Board as a whole and its membership being regularly refreshed (particularly in relation to directors being re-elected for a term beyond six years); and
 - 10.1.6 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 the provisions of the law and their service contract.

11. **Reporting Responsibilities**

- 11.1 The Committee Chairman 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 Chairman shall ensure that minutes are taken of all meetings and copies of all minutes are circulated to the full Board.
- 11.4 The Committee shall produce a report to be included in the Annual Report about its activities and including any matters required by the UK Corporate Governance Code, and the Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority ('FCA').
- 11.5 The report referred to in 11.4 should include a description of the Board's policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives.

12. **Other**

12.1 The Committee shall:

- 12.1.1 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;
- 12.1.2 be provided with the appropriate training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 12.1.3 give due consideration to relevant laws and regulations, the directors' duties in the Companies Act 2006, the provisions of the UK Corporate Governance Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules published by the FCA and any other applicable rules, as appropriate;
- 12.1.4 work and liaise as necessary with all other Board committees; and
- 12.4.5 make publicly available the Committee's terms of reference by placing them on the Company's website.

13. **Authority**

13.1 The Committee is authorised:

- 13.1.1 to seek any information it requires from any employee of the Company or Group in order to perform its duties; and
- 13.1.2 to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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