



**TERMS OF REFERENCE OF
NOMINATION COMMITTEE OF
KELLER GROUP PLC**

Reference to “The Committee” shall mean the Nomination Committee.

Reference to “The Board” shall mean the Board of Directors.

A. Membership

1. The Committee shall comprise a Chairman and at least two other members, each of whom shall be appointed by the Board.
2. A majority of members of the Committee shall be independent non-executive directors.
3. Only members of the Committee have the right to attend meetings of the Committee. Other individuals may be invited to attend all or part of any meeting as and when appropriate.
4. 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 Committee members remain independent.
5. The Board shall appoint the Committee Chairman, who should be a 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 shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
6. The Company Secretary or their nominee shall act as the Secretary of the Committee.

B. Meetings

1. The Committee shall meet twice a year and at such other times as the Chairman of the Committee shall require. Meetings should be organised so that attendance is maximised (e.g. by time-tabling them to coincide with Board meetings).
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
3. Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items to be discussed, together with supporting papers, shall, unless otherwise agreed by all concerned, be

forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, not fewer than five working days prior to the date of the meeting.

4. The quorum for meetings shall be two, both of whom must be independent non-executive directors.
5. The Secretary shall keep appropriate records of all meetings of the Committee, as well as minutes of the proceedings, decisions made and the names of those present and in attendance.
6. Copies of the minutes of the meetings shall be circulated to all members of the Committee and, once agreed, to all other members of the Board (unless a conflict of interest exists).

C. Annual General Meeting

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

D. Duties

The Committee shall:

1. review regularly the Board structure, size and composition (including the skills, knowledge and experience) and make recommendations to the Board with regard to any adjustments that are deemed necessary;
2. be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise;
3. before making an appointment, 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:
 - 3.1. use open advertising or the services of external advisers to facilitate the search;
 - 3.2. consider candidates from a wide range of backgrounds having due regard for the benefits of diversity on the board, including gender; and
 - 3.3. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
4. 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;

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5. 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;
6. 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 and expertise are therefore needed on the Board in the future;
7. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates; and
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.

The Committee shall also make recommendations to the Board concerning:

9. plans for succession for both executive and non-executive directors and, in particular, for the key roles of Chairman and Chief Executive;
10. suitable candidates for the role of senior independent director;
11. membership of the audit and remuneration committees, in consultation with the chairmen of those committees;
12. 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 in the light of the knowledge, skills and experience required;
13. the continuation (or not) in service of any director who has reached the age of 70;
14. 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 their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
15. any matter 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; and
16. the appointment of any director to executive or other office.

D. Reporting Responsibilities

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

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

E. Other

1. The Committee shall, from time to time, 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.

F. Authority

1. The Committee is authorised to seek any information it requires from any employee of the Company and shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities. For ease of reference this should be requested via the appropriate executive director.
2. Any authority to incur costs at the company's expense is subject to the company's prior approval to the expenditure and such approval shall not be unreasonably withheld.