

**CDC GROUP PLC (THE 'COMPANY')**

**TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE OF THE BOARD**

**(1) MEMBERSHIP**

(a) The Committee will consist of no less than three non-executive director members ("Members") appointed by the Board.

(b) The current Members are:

Wim Borgdorff  
Valentine Chitalu  
Sam Fankhhauser  
Michele Giddens  
Keki Mistry  
Laurie Spengler  
Graham Wrigley

(c) The Board shall appoint the chair of the Committee ("Chair").

The Chair is:

Graham Wrigley.

In the absence of the Chair and an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not Chair the meeting when it is dealing with the matter of succession to chairmanship.

**(2) QUORUM**

Two Members who must be independent.

**(3) SECRETARY**

The secretary of the Committee shall be CDC's Company Secretary ("Secretary") or his or her nominee.

**(4) VOTING**

Decisions shall be made by a majority of those voting with the Chair of the Committee holding the carrying vote in the event that there is a tie.

**(5) RESOLUTIONS IN WRITING**

A resolution in writing signed by all the Members entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened.

**(6) FREQUENCY AND NOTICE OF MEETINGS**

- (a) Meetings of the Committee shall be held as required, but not less than two times each year.
- (b) The Secretary shall give notice of meetings to the Members and the Chief Executive Officer and attendees.

**(7) ATTENDANCE AT MEETINGS AND ACCESS TO THE COMMITTEE**

- (a) Only Members and the Secretary shall be entitled to attend meetings of the Committee.
- (b) Any other person may attend with agreement of the Chair. The Secretary shall maintain a list, which shall be reviewed and agreed from time to time, of the staff who may attend the meetings.
- (c) The Committee shall maintain an open door policy allowing all employees of the Company to bring any matters relevant to the Committee's work to the attention of the Committee and its Chair.

**(8) AUTHORITY**

The Committee is authorised by the Board:

- (a) to investigate any matters relevant to the fulfilment of its duties.
- (b) to seek any information it requires from any employee of the Company and any subsidiary of the Company and all such employees are directed to co-operate with any such request made by the Committee.
- (c) to obtain external legal or other independent professional advice and to secure the attendance of external advisors at its meetings (if it considers this necessary).

**(9) GUIDING PRINCIPLE**

The Committee shall be guided in all its decisions by:

- (a) the purpose of ensuring that CDC has, at Board and Chief Executive Officer level, the skills required that will allow CDC to achieve its mission – to achieve impressive developmental impact in challenging places well balanced with reasonable returns through targeted high quality investing skills.
- (b) the goal of achieving the highest standards of Board governance and competency.

**(10) DUTIES**

The duties of the Committee shall be:

- (a) review regularly the Board structure, size and composition (including the skills, knowledge, experience and diversity) and the balance and membership of the Committees of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary.

- (b) 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 the skills and expertise needed on the board in the future.
- (c) 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.
- (d) Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- (e) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- (f) Before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience and diversity on the Board, and in, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying a suitable candidate, 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
  - (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) For the appointment of a chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed chairman's significant commitments should be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise.
- (h) Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- (i) 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.
- (j) Review the results of the Board performance evaluation process that relate to the composition of the Board.
- (k) 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.
- (l) Work and liaise as necessary with all other Board Committees.

The Committee shall also make recommendations to the Board concerning:

- (m) Formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive.
- (n) Suitable candidates for the role of senior independent director.
- (o) Membership of the audit, risk, development impact and people development and remuneration committees and any other Board committees as appropriate, in consultation with the Chairs of those committees.
- (p) 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 knowledge, skill and experience required.
- (q) The re-election by shareholders of directors under the annual re-election provisions of the Code or by rotation provisions in the company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the 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).
- (r) 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.
- (s) The appointment of any director to executive or other office.

## **(11) REPORTING**

- (a) The chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (b) The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- (c) 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. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the company.
- (d) The report referred to (c) above should include a statement on the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving those objectives.
- (e) The Secretary shall circulate copies of the minutes of meetings of the Committee to all directors, following the preliminary approval of such minutes by the Chair; formal approval of such minutes shall be sought at the next meeting of the Committee.
- (f) The Chair may report on decisions of, or matters coming before, the Committee to any other person or body the Committee considers appropriate.

**(12) OTHER MATTERS**

- (a) The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- (b) These terms of reference are to be reviewed at the renewal of the Company's Investment Policy.

These terms of reference were adopted by the Committee at its meeting on 1 February 2018.