

**THAMES WATER UTILITIES LIMITED**  
(‘the Company’)

**Nominations Committee**  
 (“the Committee”)

**TERMS OF REFERENCE**

**1. Overview**

The main objective of the Nomination committee is to keep under review the size and composition of the Board, consider appropriate nominations to the Board, and assist in succession planning.

**2. Membership and Attendees**

- 2.1. Members of the Committee shall be appointed by the Board. The Committee shall comprise at least three Independent Directors together with two further non-executive directors.
- 2.2. The Board shall appoint the committee chairman, who must be either the Chairman of the Board or an Independent director. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3. No member of the Committee shall be entitled to vote in relation to him/herself or in relation to his/her appointment. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the Chairmanship.
- 2.4. The Committee may invite any persons (including the CEO, CFO, HR Director and external advisers) to attend any meetings or parts of meetings.

**3. Secretary**

The Company Secretary or their nominee shall act as the Secretary of the Committee.

**4. Quorum**

The quorum necessary for the transaction of the business of the Committee shall be three members, two of whom must be Independent directors.

**5. Meetings**

The Committee shall meet at least twice a year and otherwise as required.

**6. Minutes of Meetings**

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

**7. Annual General Meeting**

The chairman of the Committee shall attend the Annual General Meeting, in the event that such a meeting is held, and be prepared to respond to any shareholder questions on the Committee’s activities.

**8. Duties**

The Committee shall carry out its duties for the Company as a whole and review, advise and make recommendations to the Board, as appropriate, on the following:

- 8.1. regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- 8.2. be responsible for identifying and nominating for the approval of the Board, candidates to fill vacancies for Independent Directors as and when they arise;
- 8.3. before any appointment of an Independent Director is made by the Board, evaluate the balance of skills, knowledge, experience and diversity 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:
  - 8.3.1. use open advertising or the services of external advisers to facilitate the search;
  - 8.3.2. consider candidates from a wide range of backgrounds; and
  - 8.3.3. 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.
- 8.4. prior to the appointment of an Independent 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;
- 8.5. ensure that on appointment to the Board, Independent 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;
- 8.6. review the results of the Board performance evaluation process that relate to the composition of the Board; and
- 8.7. review annually the time required from Independent Directors. Performance evaluation should be used to assess whether the Independent Directors are spending enough time to fulfil their duties; and

The Committee shall also make recommendations to the Board concerning:

- 8.8. formulating plans for succession for both executive and Independent Directors and in particular for the key roles of Chairman, CEO and CFO;
- 8.9. suitable candidates for the role of Senior Independent Director;
- 8.10. the re-appointment of any Independent 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, skills and experience required;
- 8.11. the re-election by shareholders of Independent Directors under the annual re-election provisions of the UK Corporate Governance Code (the "Code") or the retirement 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;
- 8.12. 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;

## **9. Reporting Responsibilities**

- 9.1. the Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;

- 9.2. the Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is needed;
- 9.3. 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; and
- 9.4. the report referred to in 9.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

#### **10. Other Matters**

The Committee shall:

- 10.1. 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;
- 10.2. have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 10.3. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and
- 10.4. give due consideration to laws and regulations, the provisions of the Code and the requirements of any other applicable rules, as appropriate.

#### **11. Authority**

The Committee is authorised:

- 11.1. to seek any information it requires from any employee of the Company in order to perform its duties; and
- 11.2. to seek independent legal or other professional advice, at the Company's expense, where it considers it necessary to carry out its duties.

Approved by the Board on 27 June 2018