

**REDROW plc ("the Company")**

**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

**1.0 Constitution**

The Board hereby resolves to adopt the following terms of reference for a committee of the Board to be known as the Nomination Committee ("the Committee").

**2.0 Membership**

2.1 The Committee shall be appointed by the Board and shall be comprise the independent Non-Executive Directors of the Company.

2.2 The Committee chairman will be determined by the Board from amongst the independent Non-Executive Directors.

2.3 The members for the time being shall be:

Debbie Hewitt (Chairman)  
Nick Hewson  
Liz Peace  
Michael Lyons

2.4 The quorum for the Committee shall be the Committee chairman and one independent Non-Executive Director.

2.5 The Company Secretary or in his absence any other person so agreed by the Committee, shall act as secretary to the Committee.

**3.0 Attendance at Meetings**

3.1 The Committee shall be entitled to invite, if it so wishes, anyone or more of the Executive Directors to attend its meetings.

**4.0 Frequency of Meetings**

4.1 Meetings will be held as and when required but no less than annually.

4.2 A minimum of 30 days' notice will be given of each Committee meeting, which may only be waived with the agreement of all members of the Committee.

4.3 If the members of the Committee all agree, meetings may be held by telephone conference call or video conference.

**5.0 Authority**

5.1 The Committee is authorised by the Board to :

5.1.1 investigate any activity within its terms of reference; and

5.1.2 obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

5.2 All recommendations of the Committee in respect of the appointment of directors shall be referred to the Board and shall take effect only upon approval thereof by resolution of the

Board at a meeting which is properly convened and constituted and in accordance with the Company's Articles of Association.

## **6.0 Responsibilities**

6.1 The Committee shall :

- 6.1.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes. In so doing the Committee should keep under review the leadership needs of the organisation (including succession planning), both executive and non-executive, with a view to ensuring the continued ability of Redrow to compete effectively in the marketplace. As part of this review, the Committee should, at least annually, assess the time required to undertake the responsibilities of a Non-Executive Directorship;
- 6.1.2 when an appointment is considered appropriate, evaluate the balance of skills, knowledge and experience of the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 6.1.3 be responsible for identifying and nominating for the approval of the Board, candidate(s) to fill Board vacancies;
- 6.1.4 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;
- 6.1.5 ensure that a formal structured and tailored induction programme is undertaken by any newly appointed member of the Board;
- 6.1.6 make available its terms of reference explaining clearly its role and the authority delegated to it by the Board;
- 6.1.7 conduct an annual review of these terms of reference and, where appropriate, propose revisions to the Board to these terms of reference.
- 6.1.8 make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year; and
- 6.1.9 have regard to the Combined Code on Corporate Governance and where the Nominations Committee decides not to comply with its requirements, to explain the rationale for their decision.

6.2 In addition the Committee shall make recommendations to the Board:

- 6.2.1 as regard the re-appointment of any Non-Executive Director at the conclusion of their specified term of office; and
- 6.2.2 concerning the re-election by shareholders of any director under the provisions of the company's articles of association.

**7.0 Reporting Procedures**

- 7.1 The Secretary shall circulate the minutes of the meetings of the Committee to the members of the Committee and to all other members of the Board of the Company, except where there is a conflict of interest.
- 7.2 The Chairman of the Committee, or as a minimum another member of the Committee, shall attend the AGM and shall answer questions, through the Company Chairman, on the Committee's activities and responsibilities.