

Nomination Committee Charter

JOHN WOOD GROUP PLC

Approved by the Board on 29 June 2016

1 Purpose and Powers

The Nomination Committee (“the Committee”) is established by the board to lead the process for Board appointments, ensuring formal, rigorous and transparent procedures and making recommendations to the Board. The Committee shall have and may exercise all of the powers of the Board, except as may be prohibited by law, with respect to all matters encompassed by this Charter.

2 Membership

The Committee shall comprise of a chairman and at least 2 other members each of whom shall be appointed by the Board.

A majority of members of the Committee shall be independent non-executive directors.

The Committee Chairman shall be the Chairman of the Board. 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 his or her own succession.

The Company Secretary or another appropriately qualified person will act as the Secretary of the Committee.

The members of the Committee shall be listed each year in the Annual Report.

3 Meetings

The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

A meeting of the Committee may be called by any member of the Committee or by the Secretary.

The quorum for meetings shall be 3 of whom at least 2 must be independent non-executive directors.

The Secretary shall, at the request of the Committee Chairman, forward notice of each meeting to each member of the Committee together with an Agenda of items to be discussed and shall minute the proceedings and resolutions of all meetings as well as keep appropriate records.

Copies of the minutes of the meetings shall be circulated to all members of the Committee and to the Board, provided that there is no conflict of interests.

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

4 Responsibilities

4.1 The Committee shall:

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

- 4.1.2 consider succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Group, and the skills and expertise needed on the Board in the future;
- 4.1.3 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;
- 4.1.4 be responsible for nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise, including:
 - (a) preparing a description of the role and capabilities required for a particular appointment;
 - (b) consider using open advertising or external search consultants, where appropriate;
 - (c) consider candidates on merit and against objective criteria from a wide range of backgrounds, and with due regard for the benefits of diversity, including gender, taking care that appointees have enough time available to devote to the position;
- 4.1.5 review annually the time required from non-executives;

4.2 The Committee may also make recommendations to the Board concerning:

- 4.2.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and CEO;
- 4.2.2 suitable candidates for the role of senior independent director;
- 4.2.3 membership (including the appointment of the chair) of the audit, remuneration and safety & assurance committees, and any other Board committees as appropriate, in consultation with the chair of those committees;
- 4.2.4 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 in the light of the knowledge, skills and experience required;
- 4.2.5 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;
- 4.2.6 The appointment of any executive director as a non-executive director of another listed company in the FTSE350.

4.3 The Committee shall at least once a year review its own performance.

5 Authority

The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.