

JD WETHERSPOON PLC (The Company)

Nominations Committee Terms of Reference

Membership

The Committee shall comprise all the non-executive directors together with the Chairman. The quorum is any 3 members of the Committee.

Sir Richard Beckett Chairman
Liz McMeikan
Debra van Gene
Mark Reckitt
Tim Martin

Meetings

The Committee meets at least once a year and additionally as required. It can invite members of executive management to attend. The secretary maintains a copy of the minutes, which is available to all directors. The Committee Chairman attends the AGM prepared to respond to any shareholder questions on the Committee's activities.

Role

To ensure that appropriate procedures are in place for the nomination, selection, training and evaluation of directors and for succession plans.

Terms of Reference

- 1 To review annually the board structure, size, diversity (including gender), composition and successional needs, keeping under review the balance of membership between executive and non-executive and the required blend of skills, experience, knowledge and independence on the Board.
- 2 To ensure the Company's governance facilitates efficient, effective and entrepreneurial management that can deliver shareholder value over the longer term.
- 3 To keep under review the leadership and successional needs of the organisation with a view to ensuring the long term success of the Company.
- 4 To formally propose new executive and non-executive directors for the approval of the whole Board, following a formal, rigorous and transparent procedure for such an appointment.
- 5 To ensure that all directors undergo an appropriate induction programme and to consider any training requirements for the Board as a whole.
- 6 To keep under review the number of external directorships held. The UK Corporate Governance Code contains the following provisions: that non-executive directors should undertake that they will have sufficient time to meet what is expected of them (B.3.2); and that the board should not agree to a full time executive director taking on more than one non-executive directorship in a FTSE250 company nor the Chairmanship of such a company (B.3.3).
- 7 To ensure that all directors offer themselves for annual re-election by shareholders in accordance with the UK Corporate Governance Code (B.7.1) or the retirement by rotation provisions in the Articles of Association, having regard to their performance and commitment to the role.
- 8 To review and update annually its terms of reference, recommending any changes to the Board and to evaluate its own membership and performance on a regular basis.