

Acuity VCT 2 Plc
Nomination Committee

Terms of Reference

Revised April 2008

References to “the Committee” shall mean the Nomination Committee
References to “the Board” shall mean the Board of Directors
References to “independent non-executive directors” shall mean deemed independent by the Board

1 Membership

- 1.1 Members of the Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom should be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as senior executives of Acuity Capital Management Limited and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for further three –year periods provided that the majority of the Committee members remain independent.
- 1.4 The Board shall appoint the Committee Chairman who should either be the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members 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 succession to the chairmanship.

2 Secretary

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

3 Quorum

- 3.1 The quorum necessary for the transaction of business shall be two both of whom must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Frequency of Meetings

4.1 The Committee shall meet as necessary at such times as the Chairman of the Committee shall require.

5 Notice of Meetings

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate at the same time.

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 promptly to all members of the Committee and the Chairman of the Board and once agreed, to all other members of the Board, unless a conflict of interest exists.

7 Annual General Meeting

7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder question on the Committee's activities.

8 Duties

8.1 The Committee shall:

8.1.1 when appropriate review the structure, size, composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;

8.1.2 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 what skills and expertise are therefore needed on the Board in the future;

8.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

8.1.4 before appointment is made by the Board, evaluate the balance of skills, knowledge and experience 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, if appropriate:

- (a) use open advertising or the services of external advisers to facilitate the search
 - (b) consider candidates from a wide range of backgrounds; and
 - (c) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 8.1.5 keep under review the leadership needs of the organisation, with a view to ensuring the continuing ability of the organisation to compete effectively in the marketplace;
- 8.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 8.1.7 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.

9 Reporting Responsibilities

- 9.1 The Committee Chairman shall report formally 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 make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10 Authority

- 10.1 The Committee is authorised to seek any information it requires in order to perform its duties
- 10.2 The Committee is authorised to obtain at the company's expense, outside legal or other professional advice on any matters within its terms of reference