

# **CIRCASSIA PHARMACEUTICALS PLC**

(the **Company**)

## **TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

(approved at a meeting of the board of directors of the Company held on 21 February 2014)

### **Constitution**

1. It is resolved that a committee of the board be established, to be known as the nomination committee.

### **Membership**

2. The nomination committee shall be appointed by the board in accordance with the Company's articles of association.
3. The nomination committee shall comprise a minimum of three directors the majority of whom shall be independent non-executive directors.
4. The current members of the nomination committee are Francesco Granata, Jean-Jacques Garaud and Tim Corn.
5. The chairman of the nomination committee shall be appointed by the board from among the members of the nomination committee and shall be either the chairman of the board or an independent non-executive director but the chairman of the board must not chair the nomination committee when it is dealing with the appointment of a successor to the chairmanship. The chairman of the nomination committee shall be Francesco Granata at the date of approval of these terms of reference. In the absence of the chairman of the nomination committee (and/or an appointed alternate member), the members present at any meeting of the committee shall elect one of their number to chair the meeting.
6. The chairman and members shall be listed each year in the annual report of the Company.
7. Each member shall hold office as a committee member for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the nomination committee.
8. If any member of the nomination committee is unable to act for any reason, the chairman of the nomination committee may appoint any other non-executive director of the Company agreed by the other members of the nomination committee, to act as that member's alternate.
9. The company secretary or his or her nominee shall be the secretary of the nomination committee.

10. Each member of the nomination committee shall disclose to the committee:
  - (a) any personal financial interest in any matter to be decided by the nomination committee; or
  - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the nomination committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the board) shall resign from the nomination committee.

## **Meetings**

11. The nomination committee shall meet as required with a minimum of two meetings per financial year of the Company and at such other times as the chairman of the committee shall require.
12. No one other than the chairman and members of the nomination committee is entitled to be present at a meeting of the nomination committee. The chairman and members shall, however, have the discretion to decide who else shall be invited to attend for all or part of any meeting, as and when appropriate and necessary.
13. The quorum for meetings of the nomination committee shall be two members, each of whom should be an independent non-executive director, present throughout the meeting in person or by telephone. A duly convened meeting of the nomination 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 nomination committee.
14. Meetings of the nomination committee shall be called by the secretary of the committee at the request of the chairman.
15. Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers where appropriate shall be forwarded to each member of the nomination committee and each other person invited to attend no later than five working days prior to the date of the meeting. All reasonable efforts shall be made to give notice of meetings of the nomination committee to all members of it and to arrange such meetings so that members are able to attend them.
16. A member of the nomination committee may participate in a committee meeting by telephone.
17. In the event of an equality of votes, the chairman of the nomination committee shall have a casting vote.
18. The secretary of the committee shall prepare minutes of any meeting of the nomination committee, including the names of those present and in attendance, and, after approval and signature by the chairman of the nomination committee, shall circulate the minutes to all members of the nomination committee and to

the chairman of the board and, once agreed, to all other members of the board, unless it would be inappropriate to do so.

19. The chairman of the nomination committee shall be available to answer questions about the committee's activities at the annual general meeting of the Company. All members of the nomination committee shall also attend the annual general meeting.

## **Duties**

20. The duties of the nomination committee shall be to:
- (a) regularly review the structure, size and composition of the board (including skills, experience, independence, knowledge and diversity) of the board and make recommendations to the board with regard to any changes;
  - (b) 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 skills and expertise needed on the board in the future;
  - (c) keep the leadership needs, at board level, of the company under review (both executive and non-executive) with a view to ensuring the continued ability of the company to compete effectively in the market;
  - (d) be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies when they arise;
  - (e) before any appointment is made by the board, evaluate the balance of skills, experience, independence, knowledge 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:
    - (i) use open advertising or the services of external advisers to facilitate the search;
    - (ii) consider candidates from a wide range of backgrounds; and
    - (iii) 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;
  - (f) assist with the annual evaluation process to assess the overall and individual performance and effectiveness of the board and its committees including consideration of balance of skills, experience, independence and knowledge of the Company on the board, its diversity, including gender, how the board works together as a unit, and other factors relevant to its effectiveness;

- (g) review the results of the board's annual performance evaluation that relate to the composition of the board;
  - (h) review annually the time required from a non-executive director and assess whether he contributes effectively and demonstrates commitment to the role, performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil his duties;
  - (i) keep under review the Company's policy on diversity, including gender, and the measure of objectives that it has set in implementing the policy, and progress on achieving the objectives;
  - (j) prepare a job specification for the appointment of a chairman, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
  - (k) prior to the appointment of a chairman disclose any significant commitments of the potential chairman to the board;
  - (l) report any changes to the chairman's other significant commitments to the board as they arise and explain their impact in the next annual report;
  - (m) arrange for non-executive directors to receive a formal letter of appointment to the board, on their appointment, setting out the expected time commitment, committee service expected of them and their involvement outside board meetings; and
  - (n) make available these terms of reference, explaining the role and the authority delegated to it by the board by including the information on the Company's website.
21. The nomination committee shall make recommendations to the board with regard to:
- (a) plans for succession for executive and non-executive directors and in particular the key roles of chairman and chief executive;
  - (b) the appointment of the company secretary;
  - (c) the appointment of the senior independent non-executive director;
  - (d) membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairmen of those committees;
  - (e) the re-election by shareholders of directors under the annual re-election provisions of the Corporate Governance Code the retirement of directors by rotation provisions in the company's articles of association, having given due regard to his or her 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

(particularly in relation to directors having served for at least six years);  
and

- (f) the appointment of any director to an executive or other office of the Company (other than to the positions of chairman and chief executive, the recommendation for which would be considered at a meeting of the board).
22. In nominating any directors, the nomination committee must also have regard to the provisions of the Company's relationship agreement.
23. The nomination committee is authorised by the board to investigate any activity within the scope of its duties.

### **Reporting responsibilities**

24. The chairman of the nomination committee shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
25. The nomination committee shall make whatever recommendations to the board it deems appropriate or any area within its remit where action or improvement is needed.
26. The nomination committee shall produce a report which will form part of, or be annexed to, the Company's annual report which describes the roles and responsibilities of the nomination committee and actions taken by the committee to discharge those responsibilities, including the process it has used in relation to board appointments. The report should also provide an explanation if external advice or open advertising has not been used in the process used by the nomination committee to make board appointments. The report should also include a description of the policy on diversity, including gender, any measurable objectives set for implementing the policy, and progress on achieving the objectives. The report should also give an explanation if neither an external search consultancy nor open advertising has been used in the appointment of the chairman or a non-executive director. The report should identify where an external search consultancy has been used and include a statement as to whether it has any other connection with the Company. The report should also list the names of all members of the committee, the number of committee meetings and attendance by each member.

### **Performance, resources and training**

27. The nomination committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
28. The nomination committee is authorised by the board to employ the services of such advisers as it deems necessary to fulfil its responsibilities, including employing search consultants at the Company's expense.

29. The nomination committee is authorised to seek any information it requires from any employee of the Company or group Company in order to perform its duties.
30. The nomination committee shall 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.
31. The nomination committee shall give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate.
32. The nomination committee shall arrange for periodic reviews of its own performance and, at least annually, 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.
33. The nomination committee is authorised by the board to obtain outside legal or other independent professional advice on any matter within its terms of reference and to secure attendance of outsiders with relevant experience and expertise, if it reasonably considers this necessary, at the Company's expense.