



NOMINATIONS COMMITTEE

TERMS OF REFERENCE

2. MEMBERSHIP

- 1.1 The Nominations Committee (“the Committee”) shall be appointed by the Board of Ai Claims Solutions PLC (“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 senior executives and external advisers may be entitled 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 two 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 be an independent non-executive director. 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 suggestion to the chairmanship.

2. SECRETARY

- 2.1 The company secretary shall act as Secretary of the Committee unless the Company Secretary is an Executive Director whose succession is under consideration. In this case the Committee shall make as hoc arrangements for recording the minutes.

3. Quorum

- 3.1 The quorum shall be 2, both of whom must be independent non-executive directors.

4. Frequency of meetings

- 4.1 The Committee shall meet as and when required.

5. Minutes of Meetings

- 5.1 The Secretary shall minute the proceedings and resolutions of all the Committee meetings, including names of those present and in attendance.
- 5.2 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.

6. Annual General Meeting

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

7. Duties

- 7.1 The Committee shall;

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

7.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking in to account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in future;

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

before appointment is made by the Board evaluate the balance of skills, knowledge and experience on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall consider candidates on merit and against objective criteria, taking care that the appointees have enough time available to devote to the position;

7.1.4 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the market place;

7.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market place in which it operates; and

7.1.6 ensure that on appointment to the Board, non-executive directors receive a letter of appointment setting out clearly on what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.

- 7.2 The Committee shall also make recommendations to the Board concerning:

7.2.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive (but see 7.2.7 below);

7.2.2 suitable candidates for the role of senior independent director,

7.2.3 membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;

7.2.4 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;

7.2.5 the continuation (or not) in service of any director who has reached the age of 70;

7.2.6 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 the service of their contract; and

- 7.2.7 the appointment of any director to an executive or other office other than to the position of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

8. Reporting Responsibilities

- 8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, except where this would give rise to a conflict of interest.
- 8.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its job remit where action or improvement is needed.
- 8.3 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.

9. Authority

- 9.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 9.2 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.