

TERMS OF REFERENCE

Name of Committee	For Company
Nominations Committee	WCGplc
Authorisation	
<p>The Nominations Committee is authorised by the Board to:</p> <ul style="list-style-type: none"> ● undertake any activity within its Terms of Reference; and ● seek any information it requires from within the Company and any independent professional, technical and/or legal advice or other resources from outside the Company as and when it considers this necessary; and ● to call upon any employee of the Company to attend a committee meeting as and when required. 	
Objectives	
<p>To assist the Board in establishing the appropriate structure, size and composition of the Board and in identifying candidates for election and appointment to the Board.</p>	
Responsibilities	
<ol style="list-style-type: none"> 1. To identify and nominate for the approval of the Board candidates for Board appointments. 2. To consider and make recommendations to the Board regarding the appointment, reappointment, resignation and removal of directors to the Board. 3. To give full consideration to orderly succession planning of the Board, its directors and senior management to ensure there is continuity of collective capability and capacity, taking into account the challenges and opportunities facing the Company. 4. To review for suitability the structure, size and composition (including evaluation of the skills, knowledge and experience and diversity) of the Board and make recommendations to the Board with regard to any changes. 5. To periodically, but at least annually, evaluate the performance of directors; and 6. To provide a statement of its activities to be included in the Annual Report & Accounts. 	
Reporting Into	Frequency of Meetings
WCGplc Board	Half-yearly, or more often as required.
Members	
<ol style="list-style-type: none"> 1. The Committee shall be composed of such directors as may be designated by the Board from time to time. As at the date of this document, they are: <ol style="list-style-type: none"> a. David Gelber b. Martin Wright c. Bob Elliott d. H M Lim e. Clive Bouch 	

Budget	
There are no budgetary considerations which affect the operation of the Nominations Committee.	
Other Notes	
Secretary - The Committee shall appoint a secretary who shall attend all meetings and prepare minutes.	
Management Sign-off	
David Gelber	Rodney FitzGerald
July 2017	July 2017