

**Victrex plc ('the Group') Nominations Committee**  
**Terms of Reference**  
**Approved by the Board October 2017**

*The Nominations Committee (the Committee) is a committee of the Board of Directors of Victrex plc (the Board), from which it derives its authority and to which it regularly reports.*

**1. Duties**

1.1 To identify and nominate suitable candidates to the Board for consideration to fill Board vacancies as and when they arise and to facilitate orderly succession for appointments to the Board and its Committees (the latter in conjunction with the relevant Chairs) and, where appropriate, senior management.

Before making a nomination the Nominations Committee should:

- evaluate the balance of skills, knowledge, experience and independence on the Board with due regard for the benefits of diversity on the Board (including the skills mix, regional and industry experience, ethnicity and gender);
- prepare a description of the role and capabilities required for a particular appointment;
- consider candidates from a wide range of backgrounds, looking beyond the “usual suspects”; and
- prior to making a formal offer to a candidate for recruitment of an executive director, recommend to the Remuneration Committee a remuneration package, ensuring that such terms fall within the prevailing Remuneration Policy. Remuneration arrangements for non-executive directors shall be a matter requiring full Board approval.

1.2 To periodically review the Board's structure, size and composition and make any recommendations with regard to adjustments that are deemed necessary.

1.3 To review annually the time required from a non-executive director, using performance evaluation to assess whether the non-executive director is spending enough time to fulfil their duties.

1.4 To give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore likely to be needed on the Board in the future.

1.5 To keep under review the longer term leadership needs of the Group, both executive and non-executive, with a view to ensuring continued ability of the Group to compete effectively in the marketplace.

1.6 To 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.

1.7 To make recommendations to the Board covering:

- plans for succession for both executive and non-executive directors; the re-appointment of any non-executive director at the conclusion of their specified term of office;
- the re-election by shareholders of any director under the retirement by rotation provisions in the Company's Articles of Association;
- any matters relating to the continuation in office of any director at any time; and
- the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the Board.

1.8 To describe the work of the Committee in the Annual Report, including the process used in relation to board appointments. This section should include:

- a description of the Board's policy on diversity, including gender;
- any measurable objectives for implementing the policy and progress in meeting those objectives;
- where neither an external search consultancy or open advertising has been used in the appointment of a chairman or non-executive director an explanation of the reasons for this; and
- where used, details of the external search consultancy and a statement as to whether it has any other connection with the Company.

## **2. Membership and Meetings**

2.1 The Committee shall be appointed by the Board from amongst existing directors of the Company. Unless otherwise agreed by the Board, the Committee shall consist of the Chairman of the Board, and such other non-executive directors as required to ensure that a majority of the members of the Committee shall be independent non-executive directors. A quorum shall be two members, of whom at least one shall be an independent non-executive director.

2.2 The Chairman of the Committee shall either be the Chairman of the Board or another non-executive director. The Chairman of the Board shall not however chair the Committee when it is dealing with the appointment of a successor to the chairmanship or performance of the Chairman.

2.3 Meetings shall be held as required, but the Committee should meet at least once a year.

2.4 The Committee shall employ such internal resources and external consultants as it thinks fit and is authorised to incur such expenses as appropriate in carrying out its duties.

2.5 The Secretary of the Committee will be the Company Secretary.

2.6 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.

2.7 The Nominations Committee will make available these terms of reference, setting out its delegated responsibilities, which should be reviewed and where necessary, updated annually.