

BREEDON GROUP plc

NOMINATION COMMITTEE

TERMS OF REFERENCE

The Nomination Committee shall have the following terms of reference

1. Constitution

1.1 The Board has established a committee of the Board known as the Nomination Committee.

1.2 The Terms of Reference for the Committee outlined below are defined by the Board and may be amended by the Board at any time.

2. Membership

2.1 The Board is responsible for the appointment of members to the Nomination Committee, for setting the term of members' appointments and for the revocation of any such appointments.

2.2 The Nomination Committee shall comprise a majority of independent non-executive directors. For the purpose of transacting business, a quorum of the Committee shall not be less than two members of the Committee, at least one of whom must be an independent non-executive director.

2.3 The Chairman of the Committee shall be the Chairman of the Company, except when the Committee is dealing with the appointment of a successor to the Chairman of the Board.

2.4 No one other than members of the Committee are entitled to be present at Committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary

2.5 The Company Secretary or its nominee shall act as secretary to the Committee and shall produce such papers and minutes of the Committee's meetings as are appropriate, in a timely manner.

2.6 Once approved, the minutes of the meetings shall be circulated to all members of the Committee, and if not members of the Committee all other members of the Board unless in the opinion of the committee chairman it would be inappropriate to do so.

The Committee is authorised by the Board to obtain recruitment, legal or other professional advice from both inside and outside the Group as and when required, at the Company's expense, and to appoint and secure the attendance of external consultants and advisors if it considers this beneficial.

3 Frequency of meetings

The committee shall meet as required.

4 Notice of meetings

4.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chairman.

5 Annual general meeting

The Committee Chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities.

6 Duties

The Committee shall:

6.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes

6.2 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 the skills and expertise needed on the Board in the future

6.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace

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

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

7 Reporting responsibilities

7.1 the Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities

7.2 the Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed

8 Other matters

The Committee shall:

8.1 have access to sufficient resources in order to carry out its duties

8.2 give due consideration to all relevant codes, laws and regulations to which the Company may be subject or which it may have adopted.

The Committee shall undertake any other related duties as directed by the Board.

These Terms of Reference were adopted by the Board on 26 January 2016.