

CABLE & WIRELESS COMMUNICATIONS PUBLIC LIMITED **COMPANY**

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

A: CONSTITUTION

1. PURPOSE

- 1.1 The Nomination Committee concerns itself with the identification and nomination of candidates for the roles of Chairman, Chief Executive Officer, Chief Financial Officer, any other Executive Director and Non-executive Director. It is also concerned with succession planning in relation to any of the posts set out above and will be consulted in relation thereto.

2. MEMBERSHIP

- 2.1 Members of the Committee shall be appointed by the Board and shall comprise a minimum of three independent Non-executive Directors, who will normally be the Senior Independent Director, the chairman of the Remuneration Committee and the chairman of the Audit Committee, and the Chairman of the Board.
- 2.2 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or 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 succession to the chairmanship.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However other individuals, including the Corporate Services Director who will usually be in attendance, may be invited to attend for all or part of any meeting, as and when appropriate.

3. SECRETARY

- 3.1 The Company Secretary or his nominee shall act as secretary of the Committee.

4. QUORUM

- 4.1 The quorum necessary for the transaction of business shall be three, two of whom must be the Company Chairman and the Committee Chairman. If the Committee Chairman is also the Company Chairman, the Senior Independent Director must be present to constitute a quorum. A duly convened meeting of the 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 Committee.
- 4.2 Any decision of the Committee shall be made by majority vote with the chairman of the Committee having a casting vote.

5. FREQUENCY OF MEETINGS

- 5.1 The Committee shall meet at least once annually and at such other times as deemed necessary by the Committee chairman.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the chairman of the Committee.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee. Supporting papers shall be sent to Committee members, and to other attendees as appropriate, at the same time.

7. MINUTES OF MEETINGS

- 7.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be circulated to all members of the Committee and, once agreed, shall be made available, if requested, to other members of the Board unless a conflict of interest exists.

8. ANNUAL GENERAL MEETING

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

B: FUNCTIONS AND DUTIES

9. RESPONSIBILITIES

- 9.1 The Committee shall:
- (a) review the structure, size and composition (taking into account the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;
 - (b) give full consideration to succession planning for the key roles of Chairman, Chief Executive Officer, Chief Financial Officer and other Executive Directors and senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
 - (c) be responsible for identifying and nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise;
 - (d) before recommending any appointment to the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
 - (e) 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;
 - (f) review annually the time required from Non-executive Directors. Performance evaluation should be used to assess whether the Non-executive Directors are spending enough time to fulfil their duties;
 - (g) 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;
 - (h) review annually the structure, size and capability of the Executive teams on advice from the Chief Executive Officer; and

- (i) ensure that the balance of the Board and its Committees is consistent with good corporate governance and in particular complies with the minimum requirements of the UK Corporate Governance Code ('the Code') and report to the Board on such matters where appropriate.

9.2 The Committee shall also make recommendations to the Board concerning:

- (a) the appointment to the key roles of Chairman and Chief Executive Officer;
- (b) the appointment to the role of Chief Financial Officer and any other Executive Director;
- (c) suitable candidates for the role of senior independent director;
- (d) membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
- (e) the re-appointment of any Non-executive Director at the conclusion of their specified term of office on the recommendation of the Company Chairman;
- (f) the re-election by shareholders of any director under the annual re-election provisions of the Code or the 'retirement by rotation' provisions in the Company's articles of association having due regard to their 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; and
- (g) 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 their service contract.

10. REPORTING RESPONSIBILITIES

- 10.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments and to explain should external advice or open advertising not be used.

11. OTHER

- 11.1 The Committee shall, at least once a year, 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.

12. AUTHORITY

- 12.1 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 12.2 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.

29 March 2011