

Nominations Committee - Terms of Reference

1 Constitution and Purpose

The Committee is constituted by the Board with the purpose of assisting the Board in meeting its responsibilities for ensuring it retains an appropriate balance of skills to support the strategic objectives of Petrofac, has a formal, rigorous and transparent approach to the appointment of Directors, and maintains an effective framework for succession planning.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom should be independent Non-executive directors, who will include the Chairman and the Senior Independent Director.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Group Head of HR and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided that the majority of the Committee members remain independent.
- 2.4 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.
- 2.5 For the time being the make up of the Committee shall be the Chairman, each of the Non-executive Directors and the Group Chief Executive. In the event any of the Committee steps down as a Director of the Company, the Committee shall continue until a new member is so appointed.

3 Secretary

The Secretary to the Board or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4 Quorum

- 4.1 The quorum necessary for the transaction of business shall be two, both of whom must be independent Non-executive Directors. 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.

5 Frequency of Meetings

- 5.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

6 Notice of Meetings

- 6.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request or 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, any other person required to attend and all other non-executive directors, no later than three working days before the date of the meeting. 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 promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless in the opinion of the Chairman of the Committee it would be inappropriate to do so.

8 Annual General Meeting

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

9 Responsibilities of the Committee Chairman

- 9.1 The responsibilities of the Committee Chairman shall include fostering an open, inclusive and, where appropriate, challenging discussion as well as engaging with principal shareholders on significant matters related to the areas of responsibility of the Committee.

10 Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings, and the Group as a whole, as appropriate.

- 10.1 The Committee shall:
- 10.1.1 regularly review the structure, size and composition (including the skills, knowledge, experience, diversity of gender, social and ethnic backgrounds and cognitive and personal strengths) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
 - 10.1.2 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, the Company's purpose, values, strategy and culture and what skills and expertise are therefore needed on the Board in the future for the Company's long-term success and future viability;
 - 10.1.3 have oversight of the development of a diverse pipeline for succession to both Board and senior management roles, monitor the impact of diversity initiatives and make recommendations to the Board on how to promote diversity across the Group;
 - 10.1.4 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
 - 10.1.5 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience, diversity of gender, social and ethnic background and cognitive and personal strengths on the Board, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the Committee shall:
 - (a) use open advertising or the services of external advisers to facilitate the search;
 - (b) consider candidates from a wide range of backgrounds; and

- (c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, social and ethnic background, taking care that appointees have enough time available to devote to the position;

- 10.1.6 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;
- 10.1.7 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 10.1.8 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;
- 10.1.9 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;
- 10.1.10 review the results of the annual Board performance evaluation process that relates to the composition and competencies of the Board, and succession planning;
- 10.1.11 for the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise;
- 10.1.12 prior to the appointment of a director, other significant time commitments should be disclosed, and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest and be required to report any further business interests that could result in a conflict of interest;
- 10.1.13 review the views of the Company's workforce through approved consultation arrangements, such as the Company's Workforce Forum and the annual employee survey;
- 10.1.14 work and liaise as necessary with all other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.
- 10.2 The Committee shall also make recommendations to the Board concerning:
 - 10.2.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive;
 - 10.2.2 any changes needed to the succession planning process, if its periodic assessment indicates the desired outcomes have not been achieved;
 - 10.2.3 suitable candidates for the role of senior independent director;
 - 10.2.4 membership of the Audit, Compliance and Ethics, and Remuneration Committees, in consultation with the chairmen of those committees;
 - 10.2.5 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 light of the knowledge, skills and experience required;
 - 10.2.6 the re-election by shareholders of any director under the annual re-election provisions of the UK Governance 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 light of the knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chairman and the Board as a whole;

- 10.2.7 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, and
- 10.2.8 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 full Board.

11 Reporting Responsibilities

- 11.1 The Committee Chairman shall report formally to the Board after each meeting on the nature and content of its discussion, recommendation and actions taken.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.3 The Committee shall produce a report to be included in the Company's annual report and accounts describing the work of the Committee, including:
 - 11.3.1 the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - 11.3.2 how Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;
 - 11.3.3 its policy on diversity and inclusion, including gender, social and ethnic background, its objectives, and linkage to the Company's strategy, how it has been implemented and progress on achieving the objectives; and
 - 11.3.4 the gender balance of those in the executive management team (to include, at a minimum, the Company Secretary and the first layer of management below Board level, as is designated by the Board) and their direct reports.
- 11.4 The Committee shall explain if external advice or open advertising has not been used. Where an external search consultancy has been engaged, it shall be identified in the annual report and a statement made as to whether it has any other connection with the Company or individual directors.

12 Other

The Committee shall:

- 12.1 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;
- 12.2 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 12.3 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and

12.4 give due consideration to laws and regulations, the provisions of the UK Governance Code and the requirements of the Financial Conduct Authority and other applicable Rules, as appropriate.

13 Authority

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

13.2 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.