

## Nomination & Corporate Governance Committee – Terms of Reference

References within this Section to “the Committee” mean the Nomination & Corporate Governance Committee.

### **1 Membership and Attendance**

- 1.1** Members of the Committee shall be appointed by the Board. The Board has determined that the Chairman of the Board and the non-executive directors of the Company should be members of the Committee.
- 1.2** Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Group Director of Human Resources, the Global Talent Director and external advisers may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 1.3** Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided the director still meets the criteria for membership of the Committee and that the majority of the Committee members remain independent.
- 1.4** The Board shall appoint the Committee Chairman who should either be the Chairman of the Board or an independent non-executive director and shall determine the period for which the appointee is to hold office. In the absence of the Committee Chairman, the remaining members present shall elect one of their number to chair the meeting. That person shall be an independent non-executive director. The Chairman of the Board shall not chair the Committee when it is dealing with matters of succession to the chairmanship.

### **2 Secretary**

- 2.1** The Company Secretary or his or her designee shall act as the Secretary of the Committee, and provide input and advice to the Committee on corporate governance matters 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.

### **3 Quorum and Location**

- 3.1** The quorum necessary for the transaction of business shall be two members of whom at least one must be an independent non-executive director. 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.
- 3.2** A majority of the meetings of the Committee will be held in the Republic of Ireland; other Committee meetings may be held at another location outside the United Kingdom.

### **4 Frequency of meetings**

- 4.1** The Committee shall meet at least twice a year and otherwise as required.

### **5 Notice of Meetings**

- 5.1** Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members. Such meetings must be convened from the Republic of Ireland.
- 5.2** 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 and any other person required to attend, no later than four 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.

### **6 Minutes of Meetings and reporting responsibilities**

- 6.1** The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2** The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3** The Chairman of the Committee shall report to the Board at the first Board meeting following each Committee meeting.
- 6.4** Draft minutes of Committee meetings and any resolutions in writing shall be circulated to all members of the Committee.
- 6.5** The Committee shall make a statement in the Annual Report about the work of the Committee, including the process used to make Board appointments and

explain if an external search consultancy or open advertising has not been used. Where an external search agency has been used, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company. The report shall also include a description of the Board's policy on diversity, including gender, any measureable objectives it has set for implementing the policy, and progress on achieving the objectives.

- 6.6** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **7 Annual General Meeting**

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

## **8 Duties**

- 8.1** The Committee shall:

- regularly review the structure, size and composition (including the skills, knowledge, experience, independence and diversity) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 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 what skills and expertise are therefore needed on the Board in the future;
- keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the Group and the markets in which they operate;
- be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- for the appointment of a chairman, the Committee should prepare a job specification, including the time commitment expected;
- for any director appointment, the proposed appointee's other significant commitments and business interests that may result in a conflict of interest should be disclosed to the Board before appointment and any changes to his

or her commitments and/or relevant business interests should be reported to the Board as they arise;

- before making an appointment, evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - use open advertising or the services of external advisers to facilitate the search;
  - consider candidates from a wide range of backgrounds;
  - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 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;
- ensure each non-executive director shall 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;
- keep under review all legislative, regulatory and corporate governance developments that might affect Experian plc's operations, striving to ensure that the Company is at the forefront of best practice;
- ensure that the standards and disclosures required by the UK Corporate Governance Code are observed and reflected in disclosures made in the Annual Report; and
- review the results of the Board performance evaluation process;
- receive and consider reports on views expressed by shareholders, shareholder representative bodies and other interested parties in relation to corporate governance; and
- work and liaise as necessary with all other Board committees.

**8.2** The Committee shall also make recommendations to the Board concerning:

- plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer;
- suitable candidates for the role of Senior Independent Director;
- membership of Audit, Remuneration and Nomination & Corporate Governance Committees, in consultation with the chairmen of those committees;
- 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 the light of the knowledge skills and experience required;
- the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate 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 the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
- 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 the director’s service contract;
- the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive Officer, the recommendation for which would be considered at a meeting of the full Board; and
- legislative, regulatory and corporate governance developments that might affect Experian plc’s operations.

## **9 Other**

The Committee shall:

- 9.1** have access to sufficient resources in order to carry out its duties, including access to the Group Corporate Secretariat for assistance as required;
- 9.2** 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
- 9.3** give due consideration to relevant laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 9.4** arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

## **10 Authority**

The Committee is authorised:

- 10.1** to seek any information it requires from any employee of the Company in order to perform its duties;
- 10.2** to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- 10.3** to sub-delegate certain of its duties to the Chairman of the Committee and/or other Directors and/or a sub-committee of the Committee as the Committee deems appropriate, such delegation to be exercised at all times outside the United Kingdom.