

HICL Nomination Committee - Terms of Reference

HICL INFRASTRUCTURE PLC (the “Company”)

Nomination Committee

MEMBERS:	I Russell (Chairman) S Farnon S Holden F Nelson K D Reid M Bane F Davies
IN ATTENDANCE:	The Company Secretary
MEMBERSHIP AND QUORUM:	<p>The Nomination Committee has discretion to invite individuals or professional service providers to attend meetings as and when required.</p> <p>Members of the Committee shall be appointed by the Board and consist of at least three members, all of whom should be independent Non-Executive Directors of the Company.</p> <p>The Chairman of the Committee shall be appointed by the Board and shall be 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 members to chair the meeting. The Chairman of the Board shall not chair then Committee when it is dealing with the matter of succession to the chairmanship of the Board.</p>
CONSTITUTION AND PURPOSE:	<p>A quorum shall be two members of the Committee.</p> <p>The Committee does not hold any executive authority save as expressed herein.</p> <p>The Committee shall lead the process for board appointments and make recommendations to the Board.</p> <p>The Committee should evaluate the balance of skills, experience, independence and knowledge on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.</p> <p>In accordance with AIC Code of Corporate Governance the Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board. This requirement could be met by including the information on the Company’s website.</p>
AUTHORITY:	The Committee is authorised to investigate and review any matter within its terms of reference and to consider any matter the Committee deems relevant to the discharge of its duties.

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 and to secure the attendance of outsiders with relevant expertise or experience as it considers necessary.

RESPONSIBILITY: The responsibilities of the Committee shall be:

- a. To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- b. To 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;
- c. To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- d. Before any appointment is made by 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. In identifying suitable candidates the Committee shall:
 - i. use open advertising or the services of external advisers or known contacts to facilitate the search;
 - ii. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position by considering other demands on the candidates time;
 - iii. keep under review the leadership needs of the organisation with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- e. To review periodically 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;
- f. To receive, consider and, if thought fit, approve whether additional external appointments may be undertaken by Directors;
- g. Annually, to review all Directors' external appointments and to confirm to the Board whether it considers that any of the Directors' external appointments, and changes to workload within existing external appointments, impairs any of the Directors' effectiveness as a director of the Company;
- h. 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;
- i. To formulate plans for succession, in particular for the key roles of chairman and Audit Committee chairman;
- j. To consider and recommend suitable candidates for the role of senior independent director;
- k. To consider 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;

- l. To consider the re-election by shareholders of any director under the 'retirement by rotation provisions in the Company's articles of incorporation 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
- m. Any matters relating to the continuation in office of any director at any time.

The Board has adopted a diversity policy as set out in the Appendix to these Terms of Reference.

Amendments may be made to the duties of the Committee by the Board from time to time.

REPORTING PROCEDURES:

The Secretary shall circulate the minutes of the meetings to all members of the Committee following approval by the Chairman of the Committee and to the Board of Directors by way of inclusion in the relevant quarterly Board pack(s).

The Chairman of the Committee shall make a brief report of the findings and recommendations of the Committee to the Board of Directors after each Committee meeting.

The Committee should make a statement as to its recommendations in the Company's annual report about its activities and the process used to make appointments.

The Committee should report all approvals made in respect of Directors' external appointment to the Board for ratification.

The Committee should make a statement in the Company's annual report explaining the reasons for permitting Directors to take on significant additional external appointments.

The Committee should report to the Board whether it considers that any of the Directors' external appointments, and changes to workload within existing external appointments, impairs any of the Directors' effectiveness as a director of the Company.

FREQUENCY OF MEETINGS:

A meeting shall be held at least once a year and where appropriate coincide with the key date(s) in the Company's financial reporting cycle and at such other times as the Chairman of the Committee deems appropriate.

OTHER:

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 and engage with an external Evaluator at least every three years.

HICL Nomination Committee – Terms of Reference: Appendix 1

HICL Nomination Committee – Diversity policy

The Board believes that a diversity of viewpoints and personal experiences, along with broad professional expertise, lead to better decisions, are critical to innovation and provide a competitive advantage in the Company's marketplace. When recruiting new Directors, the Board searches for candidates from a diverse range of backgrounds and communities to attract the widest breadth of talent, skills and outlook. The Board's policy is to appoint individuals on merit, based on their skills, experience and expertise.

The Company aims to achieve that the key targets of the Hampton-Alexander Review and the Parker Review. These are that 33% of the Board of Directors should be women by the end of 2020 and that the Company should have at least one Director from an ethnic minority by 2024. As at 1 April 2019, 29% of the Directors were women, and 0% of the Directors were from an ethnic minority.

HICL is an investment company and as such does not have a senior management team. Day-to-day management of the Company is delegated to InfraRed Capital Partners ("InfraRed"), the Company's Investment Manager. InfraRed's diversity policy and statistics are published at: <https://www.ircp.com/responsibility/diversity.html>.