



## Glanbia plc ("the Company")

### Terms of Reference - Nomination Committee

#### 1. Constitution:

The Board of the Company ("the Board") on 9 September 2004 endorsed the revised Terms of Reference of the Nomination Committee ("the Committee").

#### 2. Membership:

The Committee shall be appointed by the Board from amongst the directors of the Company. The members of the Committee are appointed by the Board for a period of three years or until their earlier retirement from the Board. The Chairman of the Committee is appointed by the Board.

#### 3. Secretary:

The Company Secretary or his/her nominee shall act as the Secretary of the Committee. The Secretary shall minute the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.

#### 4. Quorum:

The quorum necessary for the transaction of business shall be 2 members. 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:

Meetings shall be held as required.

#### 6. Notice of Meetings:

- ✗ Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- ✗ 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, not later than 3 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. Communications with the Board:

- ✗ After each meeting of the Committee, the Chairman of the Committee shall report to the Board on the proceedings and resolutions of the meeting.
- ✗ Board members have full access to any information they request in relation to the activities of the Committee.

## 8. Duties:

The Company is a subsidiary of Glanbia Co-operative Society Limited (“the Society”) which currently nominates from its Board of Directors, which is elected on a three-year basis, fourteen non-executive Directors for appointment to the Board of the Company in accordance with the Articles of Association. The Society, an Irish industrial and provident society, currently owns 54.8% of the share capital of the Company and many of its members supply milk and trade with Irish subsidiaries of the Company. The remaining Directors comprise three executive Directors and four independent non-executive Directors.

As the fourteen non-executive directors are elected in accordance with the procedures outlined in the rules of the Society, the role of the Committee is primarily focused on the process of appointment of independent non-executive and executive directors.

In relation to the appointment of independent non-executive and executive directors the committee will:

- ⌘ be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
- ⌘ before making an appointment, 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;
- ⌘ review annually the time required from a non-executive director. The performance evaluation procedures will be used to assess whether a non- executive director is spending enough time to fulfil their duties;
- ⌘ consider candidates from a wide range of backgrounds ;
- ⌘ give full consideration to succession planning 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;
- ⌘ regularly review the structure, size and composition (including the skills, knowledge and experience) of the board and make recommendations to the board with regard to any changes;
- ⌘ 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;
- ⌘ make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee, number of committee meetings and attendance over the course of the year;
- ⌘ make available its terms of reference explaining clearly its role and the authority delegated to it by the board; and
- ⌘ 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.

The committee will make recommendations to the board:

- ⌘ as regards the re-appointment of any independent non-executive director at the conclusion of their specified term of office;
- ⌘ concerning the re-election by shareholders of any director under the retirement by rotation provisions in the company's articles of association;
- ⌘ concerning any matters relating to the continuation in office of any director at any time; and

⌘ concerning 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 board.

9. **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.

10. **Authority:**

- ⌘ The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties.
- ⌘ In connection with its duties the Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice.