

RAVEN RUSSIA LIMITED

CORPORATE GOVERNANCE
Terms of reference of the Nomination Committee

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1 MEMBERSHIP

- 1.1 The board of directors of the company (the "**Board**") has resolved to establish a committee of the Board to be known as the Nomination Committee.
- 1.2 Membership of the Nomination Committee shall consist of at least three members, a majority of whom shall be independent non-executive directors.
- 1.3 The members of the Nomination Committee shall be appointed by the Board. The Nomination Committee shall have the appropriate balance of skills, experience and knowledge of the company to enable them to discharge their duties and responsibilities effectively.
- 1.4 Subject to the normal periodic re-election of directors, a member of the Nomination Committee shall serve a term of three years which may be extended by provided the director still meets the criteria for membership of the Nomination Committee.

2 QUORUM

A quorum shall be two members of the Nomination Committee. All reasonable efforts shall be made to give notice of meetings of the Nomination Committee to all members and invitees and to arrange such meetings so that all members and invitees are able to attend. No member of the Nomination Committee shall attend or form part of the quorum in relation to any appointment in which he/she has a personal interest. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent and exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

3 CHAIRMAN

- 3.1 The Board shall appoint the chairman of the Board or an independent non-executive director to be the chairman of the Nomination Committee. If the chairman of the Board is appointed chairman of the Nomination Committee, he/she should not chair the Nomination Committee when it is dealing with the appointment of a successor to his/her chairmanship. If the chairman and/or an appointed deputy is not present at a meeting of the Nomination Committee, then the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board.
- 3.2 The chairman of the Nomination Committee shall be available to answer questions through the chairman of the Board on the report on the Nomination Committee's activities and matters falling within its terms of reference at the annual general meeting of the company.

4 ATTENDANCE

- 4.1 No one other than the chairman of the Nomination Committee and its members is entitled to be present at a meeting of the Nomination Committee. Attendance at meetings of the Nomination Committee by non-members, the chairman of the Board (if not a member), the chief executive and other members of the Board shall be at the discretion of the Nomination Committee.

4.2 Professional advisers and other persons with relevant experience, including the chief executive and other executive directors of the company and the head of human resources, may attend all or part of a meeting of the Nomination Committee by invitation.

4.3 The company secretary shall be the secretary of the Nomination Committee and shall attend all of its meetings and shall prepare and circulate to members and all other non-executive directors (and invitees as appropriate) all information and papers in a timely manner to enable them to give full and proper consideration to the issues. The company secretary shall prepare minutes of the Nomination Committee meetings and shall circulate them to all members of the Nomination Committee and to the chairman and other members of the Board, unless it would be inappropriate to do so.

5 **FREQUENCY OF MEETINGS**

The Nomination Committee shall meet as the chairman, in consultation with the company secretary, shall require and also at regular intervals to deal with routine matters and, in any event, not less than once in each financial year and otherwise as required. Any member of the Nomination Committee may request a meeting if he/she considers that one is necessary or expedient.

6 **NOTICE OF MEETINGS**

6.1 Meetings of the Nomination Committee shall be called by the secretary at the request of the Nomination Committee chairman.

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 Nomination Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees, as appropriate, at the same time.

7 **AUTHORITY**

7.1 The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. The Nomination Committee is authorised to seek any information it requires from any employee or director of the company or any consultant or other provider of services to the company. All employees, directors, consultants and other providers of services are directed to co-operate with requests for information made by the Nomination Committee including requests to attend meetings of the Nomination Committee.

7.2 The Nomination Committee is authorised by the Board to obtain such outside legal or other independent professional advice at the cost of the company as it considers appropriate in relation to matters within its terms of reference and to secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary or expedient.

8 **RESPONSIBILITIES**

8.1 The Nomination Committee shall:

- (a) lead the selection process of candidates and propose to the Board any new Board appointments, whether of executive or non-executive directors;

- (b) in nominating directors, give due regard to any relevant legal requirements, including (as appropriate) the contents of the UK Corporate Governance Code and any update thereof, as well as the Listing Rules, Disclosure and Transparency Rules and associated guidance;
- (c) be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise;
- (d) before making an appointment, evaluate the balance of skills, experience, independence, knowledge and diversity including gender of 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 Nomination Committee shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) 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;
- (e) prior to the appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and report any future business interests that could result in a conflict of interest;
- (f) for the appointment of a chairman of the Board, prepare a job specification, including an assessment of the time commitment expected and recognising the need for availability in the event of crises. A proposed Board chairman's other significant commitments should be disclosed to the Board before appointment;
- (g) review annually and articulate the time needed to fulfil the role of chairman of the Board, senior independent director and non-executive director. Performance evaluation should be used to assess whether each non-executive director is spending enough time to fulfil his/her duties;
- (h) give full consideration to succession planning for the executive management in the course of its work, taking into account the challenges and opportunities facing the company and what skills and expertise are therefore needed in the future;
- (i) regularly review the structure, size and composition (including the skills, knowledge, experience, independence and diversity including gender) of the Board and make recommendations to the Board with regard to any changes;
- (j) 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;
- (k) keep itself up-to-date and fully informed about strategic issues and commercial changes affecting the company and the group and the market in which they operate;

- (l) make available its terms of reference explaining clearly its role and the authority delegated to it by the Board;
- (m) 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 of Board meetings;
- (n) review the results of the Board performance evaluation process that relate to the composition of the Board;
- (o) make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and
- (p) consider any other matter specifically referred to the Nomination Committee by the Board.

8.2 The Nomination Committee shall make recommendations to the Board concerning:

- (a) suitable candidates for the role of senior independent director;
- (b) plans for succession for executive management, executive and non-executive directors and, in particular, the chairman and chief executive;
- (c) the reappointment of any non-executive director at the conclusion of his/her specified term of office having regard to his/her performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
- (d) the re-election by shareholders of any director under the retirement by rotation provisions in the company's articles of association/the UK Corporate Governance Code having regard to his/her 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 (particularly in relation to directors being re-elected for a term beyond six years);
- (e) membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
- (f) any matters relating to the continuation in office of any director at any time. The Nomination Committee shall, in particular, make recommendations to the Board concerning the continuation (or not) in service any director who has reached the age of 70 if required by the Articles or the suspension or termination of service of an executive director as an employee of the company in accordance with the terms of his/her service contract and/or relevant law; and
- (g) the appointment of any director to any executive or other office.

9 **OTHER MATTERS**

The Nomination Committee shall:

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the Company 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; and
- 9.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate.

10 **REPORTING PROCEDURES**

- 10.1 The Nomination Committee shall report to the Board after each meeting on all matters within its terms of reference. The Nomination Committee shall identify any matters in respect of which it considers that action or improvement is needed, making recommendations as to the steps to be taken.
- 10.2 A summary of the Nomination Committee's duties and work shall be included each year in the company's annual report, including the process used for appointments and an explanation if external advice or open advertising has not been used, the membership of the committee, the number of committee meetings held and attendance over the course of the year.
- 10.3 The Nomination Committee shall arrange for periodic reviews of its own performance and, at least annually, review its 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.