

# INTERNATIONAL BIOTECHNOLOGY TRUST PLC

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## **Nomination Committee Terms of Reference**

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Approved on 8 July 2009

### **Function**

1. The function of the Nomination Committee is to consider and make recommendations to the Board on the Board's composition and balance.

### **Membership and Attendance**

2. The Committee shall be appointed by the Board and shall consist of not less than three members all of which shall be independent non-executive Directors of the Company. A quorum shall be three members.
3. The Chairman of the Committee shall be appointed by the Board.
5. In the event that the Committee considers the appointment of a successor to the Chairman of the Board, the Committee shall elect a chairman other than the present Chairman, for those purposes alone, from among the other independent members.

### **Meetings**

7. The Committee shall meet as and when required and no less than once a year.

### **Secretary**

8. The Company Secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

### **Authority**

9. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

### **Responsibilities**

10. The responsibilities of the Committee shall be:-

In accordance with the adopted procedure for the appointment of new Directors:-

- (a) to evaluate the balance of skills, knowledge and experience on the Board of Directors and to prepare a description of the role and capabilities required for a particular appointment. In the case of the appointment of a Chairman, to prepare a job specification;
- (b) to select potential candidates to fill vacancies on the Board of Directors for recommendation to the Board; and
- (c) to interview, or arrange for suitable Directors to interview, suitable candidates for Directors.

In addition the Committee shall also:-

- (d) periodically review the terms of appointment of the non-executive Directors;
- (e) consider whether a Senior Independent Director should be appointed and, if appropriate, to identify and recommend to the Board suitable candidates for the role;
- (f) satisfy itself that processes and plans are in place with regard to succession planning of the Board;
- (g) undertake a formal and rigorous evaluation of the Board's performance and that of its Committees and individual Directors;
- (h) consider the re-election by shareholders of any Director under the retirement by rotation provisions or under the UK Listing Authority's Listing Rules; and
- (i) consider other issues, as requested and defined by the Board.

### **Reporting procedures**

11. The Committee Chairman, or in his absence the elected Chairman of the relevant meeting, shall report on the issues raised at the meeting and make relevant recommendations to the Board at the earliest opportunity.
12. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

### **Membership (as at 8 July 2009)**

Andrew Barker (Chairman)

Alan Clifton

David Clough

Peter Collacott

Alex Hammond-Chambers

Ian Macgregor