

SAVILLS PLC (“THE COMPANY”)

NOMINATION & GOVERNANCE COMMITTEE (“THE COMMITTEE”)

1. Constitution and Attendance and Proceedings at Meetings

1.1 Members

Members of the Committee shall be appointed by the Board and the Committee shall comprise at least three [3] members, the majority of whom will be independent Non-Executive Directors.

1.2 By Invitation

The Group Chief Executive, any other Director, Group Company Secretary or external adviser may be invited to attend all or part of the proceedings of the Committee as the Committee may decide appropriate from time to time.

1.3 Chairman

The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or 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 number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship

1.4 Secretary

The Group Company Secretary or his/her nominee shall act as the Secretary to the Committee.

1.5 Quorum

The quorum for meetings of the Committee shall be two [2] Committee members both of whom must be independent Non-Executive Directors.

1.6 Frequency of Meetings

The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require

1.7 Minutes of Meetings

Minutes of Committee meetings shall be circulated to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

1.8 Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee’s activities.

2. Duties

Having regard to the rules of the UK Listing Authority and the principles of the UK Corporate Governance Code, the Committee shall :

- 2.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current composition and make recommendations to the Board with regard to any changes;
- 2.2 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;.
- 2.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 2.4 before 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:
 - 2.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 2.4.2 consider candidates from a wide range of backgrounds; and
 - 2.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;.
- 2.5 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively
- 2.6 The Committee shall also make recommendations to the Board concerning:
 - 2.6.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive (but see 2.6.8 below);
 - 2.6.2 suitable candidates for the role of senior independent director;
 - 2.6.3 membership of the Audit and Remuneration Committees, in consultation with the chairs of those committees;
 - 2.6.4 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;
 - 2.6.5 the continuation (or not) in service of any director who has reached the age of 70;
 - 2.6.6 the re-election by shareholders of any director under 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;

- 2.6.7 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 their service contract;
 - 2.6.8 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 full board; and
 - 2.6.9 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.
- 2.7 Monitor the Company's compliance with applicable Codes and other requirements of Corporate Governance.
- 2.8 With regard to actual and potential conflicts of interest notified by any Director pursuant to s175 Companies Act 2006 to:
- 2.8.1 review directorships and other positions held by any person being considered for appointment to the Board in either an Executive or a Non-Executive capacity;
 - 2.8.2 review any proposed additional directorship or other position being considered by any existing Director;
 - 2.8.3 consider whether, in the case of Non Executive Directors, such other appointments could impact the proposed Director's independent status or, in the case of all Directors, give rise to an actual or potential conflict of interest;
 - 2.8.4 consider and, where necessary, authorise on behalf of the Board any actual or potential situational conflicts, upon such terms and conditions as the Committee considers appropriate, arising out of a proposed new appointment, the changed circumstances of an existing appointment or that of a Director's connected person; and
 - 2.8.5 in the case of specially material conflicts, make recommendations to the Board as to whether such a conflict(s) should be authorised, and if so, as to the terms and conditions on which any such authorisation should be given by the Board.

3. Reporting Responsibilities

- 3.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 3.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

4. Other Matters

- 4.1 The Committee shall have the power to employ the services of such advisors as it deems necessary to fulfil its responsibilities at the cost of the Company.

- 4.2 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 4.3 At least once a year the Committee shall review its own performance, constitution and duties and recommend any changes it considers necessary for Board approval.

UPDATED : June 2017