

Nomination Committee Charter

1. Established by the Board

The Nomination Committee (the “Committee”) was established by the Board of InvoCare Limited to ensure that InvoCare Limited and its subsidiaries (the “Group”), critically review corporate governance procedures of the Group and the composition and effectiveness of the Board, at least annually.

The Committee operates in accordance with its charter which is reviewed. Charter is to be made available to shareholders of InvoCare Group upon request.

2. Purpose of the Committee

The Committee undertakes an annual performance review of the full Board, its Committees and of the Chairman. The Committee’s primary functions are to:

- review director competence standards;
- review Board succession plans;
- evaluate the Board’s performance;
- make recommendations for the appointment and removal of directors to the Board; and
- review the corporate governance procedures of the Group.

3. Composition of the Nomination Committee

The Committee shall consist of the non-executive Directors, all of whom must be independent directors. The Chief Executive Officer (the “CEO”) attends by invitation.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

The Chairman of the Committee will be the person appointed as Chairman of the Board of Directors.

A quorum is a minimum of two members, both of whom must be independent, non-executive directors.

The Committee meets once each year and more regularly as required.

The Company Secretary shall act as Secretary of the Committee.

4. Committee Members’ Interests and Access

A member of the Committee is not entitled to be present at a meeting when his/her performance is being evaluated, unless otherwise invited to do so by the Committee.

The Committee shall have direct access to officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities.

5. Duties and responsibilities of the Committee

In fulfilling its purpose in section 2, the Committee will:

- assess the necessary and desirable competencies of Board members – including an evaluation of the range of skills, expertise and experience on the Board before identifying and recommending a candidate for appointment who will best increase the effectiveness of the Board;
- review Board and CEO succession plans – ensuring that plans are in place to maintain an appropriate balance of skills, experience and expertise on the Board and with the CEO;
- evaluate the Board and committees' performances – including both a review of the size and composition of the Board and committees and also the effectiveness of the Board and Committees to ensure that the Board is making decisions expediently, with the benefit of a variety of perspectives and skills;
- consider the appointment and removal of directors – if a need for a new Board member is identified, selecting a new Director who can contribute additional skills and experience, particularly having regard to the Group's size and its various businesses. The Board looks for candidates with a proven ability to make a contribution to the Board's strategy, policies, stewardship and effectiveness. The Board may seek assistance from external independent consultants when considering the appointment of directors; and
- ensure that an effective induction process is in place for new directors and members of senior management, and review its effectiveness.

The names of candidates submitted for election to shareholders are accompanied by key supporting information including biographical details, qualifications and competencies, directorships and other relevant business relationships, including any relationships which might involve or be perceived to involve the Group, the term of office currently served by directors subject to re-election, and other particulars required by law.

A Director is engaged by way of Letter of Appointment. This specifies the key terms of the relationship including the term of appointment, remuneration, trading and notification policy as regards company shares, disclosure of directors' interests and matters that affect independence, general duties, responsibilities and obligations. It includes details of access to independent professional advice, as well as indemnity and insurance arrangements.

The Chairman annually assesses the performance of individual Directors and meets privately with each director to discuss this assessment. The Committee also coordinates the Board's annual review of the Chairman. Directors conform to the Board's agreed performance criteria for directors.

6. Reporting

Proceedings of all meetings are minuted and signed by the Chairman. Minutes of all Committee meetings will be provided to the subsequent Board and Committee meetings.