

## **INMARSAT PLC ("THE COMPANY")**

### **Nominations Committee: Terms of Reference**

**(approved on 26 February 2018)**

1. The Nominations Committee comprises not less than three directors of the Company, to be selected by the Board. A majority of the members of the Nominations Committee should be Independent non-executive directors. The Board must from time to time review the composition of the Nominations Committee to ensure that membership of the Nominations Committee rotates amongst the Company's non-executive directors.
2. If any member of the Nominations Committee is unable to act for any reason, the chairman of the Nominations Committee may appoint any other non-executive director of the Company to act as his alternate.
3. The chairman of the Nominations Committee, who should be the chairman of the Board or an independent non-executive director, shall be appointed by the Board. In the absence of the chairman of the Nominations Committee, the remaining members present shall elect one of their number to chair the meeting. The chairman of the Board should not chair the Nominations Committee when it is dealing with the appointment of a successor to the chairmanship.
4. The Company Secretary is the secretary of the Nominations Committee.
5. The quorum for meetings of the Nominations Committee is two of its members both of whom must be independent non-executive directors.
6. No one other than a Committee Member is entitled to attend meetings of the Nominations Committee but others may attend by invitation.
7. Meetings of the Nominations Committee are to be held not less than twice a year. Any of the Committee members may request a meeting of the Nominations Committee if he or she considers it necessary, to be arranged by the secretary.
8. The Nominations Committee is authorised by the Board:
  - 8.1 to obtain such legal or other independent professional advice as it deems necessary to fulfil its responsibilities; and
  - 8.2 to secure the attendance of other persons at its meetings if it considers this necessary.
9. The duties of the Nominations Committee are:
  - 9.1 to review regularly the structure, size and composition (including the skills, knowledge, experience diversity, and the balance of executive, non-executive and independent non-executive directors of the Board and to make recommendations to the Board with regard to any adjustments that the Nominations Committee considers necessary;

- 9.2 to put in place plans for the orderly succession of appointments to the Board and to the executive management team, taking into account the challenges and opportunities facing the Company and the skills and experience needed within the Company and on the Board in the future;

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;

Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;

- 9.3 to identify and nominate candidates, for the approval of the Board, to fill Board vacancies as and when they arise.

- 9.4 Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;

- 9.5 In identifying suitable candidates, the Nominations Committee shall:

- 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 candidates have sufficient time to devote to the particular appointment;
- use open advertising or the services of external advisers or recommendations of potential candidates, or such other sources as the Committee may determine appropriate to facilitate the search;
- consider candidates from a wide range of backgrounds.

For the appointment of a chairman, the Committee shall prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments shall be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the board as they arise.

Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.

- 9.6 to ensure that on appointment non-executive directors receive a formal letter setting out what is expected of them in terms of time commitment; committee service and involvement outside board meetings.

- 9.7 to ensure, in conjunction with the chairman of the Board, that new directors receive a full, formal and tailored induction;

to review the results of the Board performance evaluation process that relate to the composition of the Board.

to review annually the time required from non-executive directors, Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.

- 9.8 to make recommendations to the Board concerning suitable candidates for the role of senior independent director;
- 9.9 to make recommendations to the Board on the membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
- 9.10 to make recommendations to the Board concerning the reappointment, or not, of any non-executive director at the conclusion of his or her specified term of office;
- 9.11 to make recommendations to the Board for the continuation, or not, in service of an executive director as an executive or non-executive director;
- 9.12 to recommend to the Board that directors will be subject to re-election annually in accordance with the UK Corporate Governance Code.
- 9.13 to keep under review its own performance, constitution and terms of reference; and
- 9.14 to consider other matters as referred to the Nominations Committee by the Board.
10. The chairman of the Nominations Committee should attend the Company's annual general meeting to be available to answer shareholders' questions on the activities of the Nominations Committee.
11. The secretary must send the minutes of meetings of the Nominations Committee to all members of the Nominations Committee and the chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.