

**CSR plc  
(the “Company”)**

**Terms of Reference for  
the Nomination Committee**

**1. Constitution**

The board of directors of the Company (the “**Board**”) resolved to adopt these terms of reference for the Nomination Committee (the “**Committee**”) on 6 February, 2004.

**2. Membership**

2.1 The Committee shall consist of a chairman and at least two other members, each of whom shall be a director of the Company provided always that a majority of members shall be independent non-executive directors (as defined in paragraph A.3.1 of the Combined Code on Corporate Governance) of the Company.

2.2 The members of the Committee and the chairman of the Committee shall be appointed from time to time by a resolution of the Board. 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.

2.3 If a regular member is unable to act due to absence, illness or any other cause, the chairman of the Committee may appoint another non-executive director of the Company to serve as an alternate member.

**3. Attendance at Meetings**

The Committee shall have the discretion to decide who, other than its members, shall attend its meetings.

**4. Secretary**

The Company Secretary, or his nominee, shall be the secretary of the Committee.

**5. Quorum**

The quorum necessary for the transaction of the business of the Committee shall be two of whom at least one must be an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **6. Frequency of meetings**

Meetings shall be held at least once a year and as otherwise deemed necessary by the chairman of the Committee.

## **7. Notice of Meetings**

Meetings shall be summoned by the secretary of the Committee at the request of the chairman of the Committee by notice to each member of the Committee and any other person required to attend, confirming the venue, time and date, and enclosing an agenda of items to be discussed.

## **8. Authority**

8.1 The Committee is authorised to seek any information it requires from any employee of the Company or any subsidiary of the Company in order to perform its duties.

8.2 In connection with its duties, the Committee is authorised by the Board, at the Company's expense, to obtain such outside legal or other independent professional advice and to secure the attendance of external professional advisers at its meetings as it deems necessary.

## **9. Duties**

9.1 The duties of the Committee shall be to:

- (A) review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- (B) prepare a description of the role and capabilities required for a particular appointment;
- (C) satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior appointments;
- (D) assess and articulate the time needed to fulfil the roles of chairman of the Board and non-executive director, and undertake an annual performance evaluation to ensure that the all members of the Board have devoted sufficient time to their duties;
- (E) ensure on appointment that a candidate has sufficient time to undertake the role and review his commitments, ensuring that if he is an executive of another company this will be his sole non-executive appointment;
- (F) ensure that the secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the chairman of the Board; and

- (G) be responsible for identifying and nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise.

9.2 It shall also make recommendations to the Board:

- (A) with regard to the chairman of the Board having assessed every three years whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;
- (B) as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office; especially when they have concluded their second term;
- (C) for the continuation (or not) in service of any director who has reached the age of 70;
- (D) concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association;
- (E) concerning any matters relating to the continuation in office as a director of any director at any time;
- (F) concerning the appointment of any director to executive or other office other than to the positions of chairman of the Board and Chief Executive, the recommendation for which would be considered at a meeting of:
  - (i) all the non-executive directors regarding the position of Chief Executive;
  - (ii) all the directors regarding the position of chairman;
- (G) detailing items that should be published in the Company's Annual Report relating to the activities of the Committee; and
- (H) with regard to the membership and chairmanship of the Audit Committee.

9.3 The chairman of the Committee shall attend the Annual General Meeting of the Company to answer shareholders' questions relating to the activities of the Committee.

## 10. Minutes

10.1 The members of the Committee shall cause minutes to be made of all resolutions and proceedings of the Committee including the names of all those present and in attendance at meetings of the Committee.

- 10.2 Minutes of the Committee meetings shall be circulated by the secretary to all members of the Committee and the chairman of the Board and shall be made available, if requested, to other members of the Board.