

TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE

These terms of reference for the Nominations Committee have been adopted by the Board of Directors (the “Board”) of Guardian Media Group plc (the “Company”). The Nominations Committee (the “Committee”) shall review and reassess these terms of reference annually and recommend any proposed changes to the Board for approval.

Purpose

The Committee shall be responsible for agreeing and leading the process for identifying individuals with the potential to become Board members and recommending, for the Board’s approval, Board appointments including nominees for each Board committee.

This will include all aspects of senior executive talent management including succession planning, development and identification of leadership competencies that will be needed in the future.

Duties and Responsibilities

The Committee shall:

1. Review on a six-monthly basis the senior succession plans, the process for identifying talent across the Group and ongoing leadership needs, with particular focus on the succession of the group chief executive.
2. Review, for the approval of the Board, candidates qualified to fill Board vacancies as and when they arise.
3. Evaluate the balance of skills, knowledge and experience on the Board on a regular basis and in particular before making an appointment. The Committee shall prepare a profile of the role and the capabilities required for each Board appointment with the mix of skills on the Board in mind.
4. Recommend to the Board the directors to be appointed to serve on, and be the chairman of, each committee of the Board.
5. Review, and ensure the delivery of, the induction programme for all directors joining the Board.
6. Obtain advice and assistance from internal or external legal, accounting, or other advisors. The Committee shall have sole authority to retain and terminate a search firm to be used to identify candidates for the Board and shall have sole authority to approve the search firm’s fees and other terms. The committee shall also have access to expertise within GMG group for research, consultation and advice on all matters contained in these terms of reference.

7. Ensure that a formal letter of appointment is provided to non-executive directors both on appointment and renewal of their appointment which sets out their terms and conditions as well as what is expected of them in respect of time commitment, committee membership and involvement in the Group outside Board meetings.
8. Delegate any of its responsibilities to sub-committees as the chairman of the Committee may deem appropriate in its sole discretion.
9. Ensure the terms of reference of the Committee will be published on the Company web-site and made available, on request, from the Company secretary.
10. Make a statement in the annual report about its activities, the process used for appointments and explain if external advice or open advertising has not been used. The statement will include details on the membership of the Committee and attendance at meetings over the course of the year.
11. Fulfill such other duties as may be delegated from time to time by the Board.

Membership and Independence Requirements

All non-executive directors will be members of this committee. To be quorate, the Committee shall consist of no fewer than two (2) members. The members of the Committee shall meet the applicable requirements set out in the UK Corporate Governance Code.

The chairman of the Board or an independent non-executive director shall chair the Committee. It is the responsibility of the Scott Trust to appoint the chair of the Board. Pursuant to this the chair of the Board should not chair the Committee when it is dealing with or discussing the appointment of his or her successor.

Committee members shall be appointed and replaced by the Board.

The group HR director or the Committee's nominee shall be the secretary of the Committee.

Meetings

The Committee shall meet at least twice a year, or more frequently as circumstances dictate. The Committee shall also meet at least once a year with the chief executive.

The Committee chairman may call a Committee meeting upon due notice of each other Committee member at least forty-eight (48) hours prior to the meeting. Two Committee members, acting in person or by proxy, shall constitute a quorum.

The Committee may invite to, or exclude from, its meetings any individual it deems appropriate in order to carry out its responsibilities.

The Committee shall review annually the time commitment required from each non-executive director.

Annual Performance Evaluation

The Committee shall conduct an annual evaluation of its performance and the performance of its members, including an evaluation of its compliance with these terms of reference. The Committee shall report on its annual performance evaluation to the Board and recommend to the Board any improvements to these terms of reference it deems necessary.

Reporting Procedures

The secretary shall prepare and circulate the minutes of the meetings of the Committee to all members of the Committee, and maintain a record of the minutes of the meetings, approved by the Chairman.

The Committee shall make regular reports to the Board.

Approved by the Board – 27 June 2012