

## The Nomination Committee – Terms of Reference

### 1. Constitution

1.1 A Nomination Committee of the Board of Directors of Eidos plc (the “Committee”) has been constituted pursuant to the Company’s Articles of Association.

1.2 All potential Board appointments shall be approved by the Nomination Committee prior to recommendations being made to the Board. Executive directors may introduce potential candidates to the Committee and the full Board but may not offer directorships without the express approval of the full Board.

1.3 In practice, once a potential candidate has been identified the individual members of the Committee may choose to interview the candidate separately. They should then convene a meeting of the Committee to discuss the candidate and put forward a recommendation to the Board. All the other members of the Board will normally also meet the candidate before his nomination is put to the Board formally.

### 2. Membership

2.1 The Committee is appointed by the plc Board from amongst its members but shall always include the Chairman of the Company. The Committee shall consist of not less than three members, a majority of which should be independent Non-Executive Directors.

2.2 Membership of and terms of reference for the Committee will be reviewed by the plc Board at least annually and shall be disclosed in the Group’s Annual Report and Accounts.

2.3 The Non-Executive Directors on the Committee must:

- have no personal financial interest, other than as shareholders, in the Committee’s decisions;
- have no “cross-directorships” with the Executive Directors; and
- develop a good knowledge of the Group’s business and its Executive Directors, a keen interest in its progress and a full understanding of shareholders’ concerns.

### 3. Quorum

3.1 The quorum for meetings shall be two members of the Committee present throughout the meeting. No meeting may be validly held unless all members of the Committee have received notice. Whenever it is practicable, meetings will be arranged so that all Committee members and the Committee Secretary can be present.

### 4. Chairmanship

4.1 The Chairman of the Committee shall be appointed by the plc Board but must hold non-executive office. In normal circumstances, it shall be the non-executive Chairman of the Company.

### 5. Attendance at meetings

5.1 The following would normally attend meetings of the Committee:

- The Chief Executive Officer (unless already a member of the Committee).
- Any non-Committee Board member who has put forward a candidate for the Committee to consider.

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5.2 The Group Secretary shall be Secretary of the Committee or such other person as the Chairman of the Committee shall nominate from time to time to attend meetings and take minutes.

## **6. Frequency of meetings**

6.1 Meetings shall be held annually and otherwise as frequently as the Committee Chairman deems appropriate.

## **7. Purposes**

7.1 The purpose of the Committee is to provide a formal selection and recommendation process to nominate candidates for the approval of the plc Board to fill vacancies on the Board of Directors.

## **8. Authority**

8.1 The Committee is authorised by the plc Board to investigate any activity within its terms of reference or as specified by the plc Board.

8.2 The Committee is authorised by the plc Board to obtain, at the Company's reasonable expense (and subject to prior discussion with the Secretary/CEO concerning likely costs), outside independent professional advice or to secure the attendance at meetings of outsiders with relevant experience and expertise if it considers this necessary.

## **9. Duties**

The Committee will: -

9.1 Review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;

9.2 Be responsible for putting in place plans for succession, in particular, of the Chairman and the Chief Executive Officer;

9.3 Be responsible for identifying and nominating candidates for the approval of the Board for any new appointments whether of executive or non-executive director status;

9.4 With the Board's approval, proceed towards a final recommendation subsequent to having followed a formal selection procedure;

9.5 Subsequent to approval from the Board, ensure that a newly-appointed director receives a full and proper induction into the Company's affairs, including internal and external training, as appropriate;

9.6 Be responsible for reviewing and providing to the Board a recommendation as appropriate on any extension of a non-executive director's terms of appointment on expiry; and

9.7 Recommend or otherwise directors who are retiring by rotation to be put forward for re-election at the Company's AGM.

## **10. Proceedings and Minutes**

10.1 The meetings and proceedings of the Committee shall be governed, mutates mutandis, by the provisions of the Company's Articles of Association regulating the meetings and proceedings of the Directors.

10.2 The Secretary shall circulate the Minutes of Meetings of the Nomination Committee to all members of the plc Board.