

## TERMS OF REFERENCE

### RECKITT BENCKISER GROUP PLC (the “Company”) NOMINATION COMMITTEE (the “Committee”)

Adopted by resolution on 9 November 2018

#### A: CONSTITUTION

1. The Board has resolved to amend the Terms of Reference of the Committee. These Terms of Reference replace in their entirety those adopted by the Board on 8 November 2013 and 7 November 2017.

#### B: PURPOSE AND DELEGATED AUTHORITY

2. The purpose of the Committee is to ensure that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board, to lead the process for Board appointments and make recommendations to the Board. The Committee assists the Board in ensuring its composition is regularly reviewed and refreshed so that it is effective and able to operate in the best interests of shareholders; and in doing, so the Committee shall work and liaise with other Board committees, as appropriate.
3. The Committee also reviews and ensures that appropriate procedures are in place for succession plans of the senior management.
4. The Committee is responsible for considering and authorising conflicts of interest.
5. The Board has delegated the authority set out in these Terms of Reference to the Committee. The Committee may sub-delegate any of its powers and authority as it thinks fit including instructing employees or creating subcommittees to review and report to the Committee on specific issues.
6. The Board authorises the Committee to have unrestricted access to the Company’s documents and information and to obtain, at the Company’s expense, appropriate professional advice on any matter within its terms of reference, as it considers necessary and it shall be responsible for the selection criteria, appointing, setting terms of reference for and compensation of such advisers.
7. The Board authorises the Committee to seek any information it requires from any employee or Director of the Company, and all such employees or Directors will be directed to cooperate with any request made by the Committee.
8. 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.

#### C: MEMBERSHIP

9. Members of the Committee shall be appointed by the Board (in accordance with the principles of the UK Corporate Governance Code 2018 (the **Code**)) and shall be made up of least three members, a majority of whom should be independent Non-Executive Directors.
10. Appointments to the Committee shall be for an initial period of three years, which may be extended for further periods of up to three years, provided the member still meets the criteria for membership of the Committee. Any term exceeding six years shall be subject to a particularly rigorous review. With the Board’s approval, membership may be extended past a nine-year period, provided that the required majority of members being independent Non-Executive Directors continues.
11. The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent Non-Executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the Senior Independent Director will chair the meetings of the Committee, or in his absence, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
12. The Committee Chairman shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

13. The Committee shall ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

## **D: ADMINISTRATION**

### **Quorum and Attendees**

14. The quorum necessary for the transaction of business at a Committee meeting shall be two Committee members both of whom must be Non-Executive Directors.
15. The Committee Chairman may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.
16. Only members of the Committee have the right to attend Committee meetings. Other individuals such as the Senior Vice President Global HR and external advisers may be invited to attend for all or part of any meeting. The Committee Chairman shall have discretion to decide who, other than Committee members, shall attend and address Committee meetings.

### **Secretary**

17. The Company Secretary, or his or her nominee, shall act as Secretary of the Committee.

### **Meetings**

18. The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.
19. Meetings of the Committee shall be called by the Secretary of the Committee at the request of any member of the Committee.

### **Agenda, Papers and Minutes**

20. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors no later than five working days before the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time. All Committee papers can be sent in electronic form upon the agreement of the recipient.
21. The Secretary shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance, and will ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
22. Minutes of Committee meetings shall be circulated to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chairman.

### **Voting arrangements**

23. If a matter that is considered by the Committee is one where a member of the Committee, whether directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
24. Except where he has a personal interest, the Committee Chairman shall have a casting vote.

## **E: REPORTING**

25. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
26. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
27. The Committee shall compile a report to Shareholders, for approval by the Board on its work in discharging its duties and responsibilities during the year, to be included in the Company's Annual Report and Accounts. The report will include:

- (a) the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
  - (b) how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has or will influence Board composition;
  - (c) the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and
  - (d) the gender balance of those in the senior management and their direct reports.
28. The report shall also include any other disclosure information requirements in accordance with regulations and with the Code.
29. The Committee Chairman shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.
30. The Committee shall make available its Terms of Reference on the Company's website.

#### **F: REVIEW AND EVALUATION**

31. The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

#### **G: DUTIES AND RESPONSIBILITIES**

32. The Committee shall carry out the following duties for the Company, major subsidiary undertakings and the group as a whole, as appropriate.

##### **General**

33. The Committee shall have access to sufficient resources to carry out its duties, including access to the Company Secretariat for assistance as required.
34. In carrying out its duties, the Committee shall give due consideration to all relevant laws and regulations, in particular, the Directors' duties contained in the Companies Act 2006, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate. It shall report its conclusions to the Board and make any necessary or desirable recommendations to the Board regarding any changes to the Company's corporate governance practices.

##### **Board composition and performance**

35. Regularly review the Board's structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary.
36. Keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the markets in which it operates.
37. Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
38. Monitor and evaluate the performance and effectiveness of the Board and Board Committees and the contribution of each Director and, in relation to individual Non-Executive Directors, whether enough time is devoted to fulfil their obligations to the Company. The Committee shall also ensure that Executive Directors do not take on more than one Non-Executive Directorship in a FTSE 100 company nor the Chairmanship of such company.

##### **Induction and training**

39. The Committee shall ensure that all new Directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and

the markets in which it operates as well as their duties and responsibilities as a Director, and the Committee shall consider any training requirements for the Board as a whole.

### **Conflicts of interest**

40. The Committee shall:

- (a) Before any appointment of a Director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest.
- (b) Consider and, if appropriate, authorise situational conflicts of interest of Directors and potential Directors.
- (c) Keep under review at least annually potential conflicts of interests of Directors disclosed to the Company. Identify and manage conflicts of interest, including those resulting from significant shareholdings, and ensure that the influence of third parties does not compromise or override independent judgement.
- (d) At all times take care to minimise the risk of any conflict of interest within the Committee that might be seen to give rise to an unacceptable influence.

### **Nominations and succession planning**

The Committee shall make recommendations to the Board on:

41. The appointment of any Director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which is to be considered at a meeting of the full Board and keep under review the number of external directorships held by Non-Executive Directors. In identifying suitable candidates, the Committee shall:
  - (a) Use open advertising and/or external advisers to facilitate the search.
  - (b) Consider candidates from a wide variety of backgrounds.
  - (c) Consider candidates on merit and against objective criteria, the diversity, including gender and ethnicity, of the resultant Board composition and taking particular care to ensure that candidates have adequate time available to devote to the position.
42. Suitable Non-Executive Directors for the role of Senior Independent Director.
43. Membership and chairmanship of the Audit, Corporate Responsibility, Sustainability, Ethics & Compliance and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chairs of those committees.
44. Reviewing and formulating succession plans for both executive and Non-Executive Directors and in particular for the key roles of Chairman, Chief Executive and Senior Independent Director, including recommending termination of service of individual members as appropriate. In doing so, the Committee shall consider the challenges and opportunities facing the Company and the skills, experience, independence, knowledge and diversity needed on the Board in the future.
45. The Committee shall prepare a job and time specification for the Chairman's role and shall ensure that the proposed Chairman's other commitments are disclosed to the Board before appointment and any subsequent changes reported as they arise.
46. Satisfy itself that plans are in place for orderly succession for appointments to the Board and senior management.

### **Re-appointment of Directors**

47. The Committee shall make recommendations to the Board on:

- (a) The re-appointment of any Non-Executive Director at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required.

- (b) The annual re-election by shareholders in accordance with the Code (Provision B.7.1) having regard to their performance and commitment to the role (particularly in relation to Non-Executive Directors being re-elected for a time beyond six years).

**Continuation of office**

- 48. The Committee shall make recommendations to the Board on any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of any Executive Director as an employee of the Company, subject to the provisions of the law and their service contract.