

Victrex plc
Nominations Committee's Terms of Reference

1. Duties

- 1.1 To identify and nominate suitable candidates to the Board for consideration to fill Board vacancies as and when they arise. Before making a nomination the Nominations Committee should:
- evaluate the balance of skills, knowledge and experience on the Board;
 - prepare a description of the role and capabilities required for a particular appointment;
 - consider candidates from a wide range of backgrounds, looking beyond the “usual suspects”;
 - recommend such remuneration package as it believes to be appropriate for recruitment of an Executive Director to the Remuneration Committee for its approval prior to appointment. Remuneration arrangements for Non-Executive Directors shall be a matter requiring full Board approval
- 1.2 To periodically review the Board's structure, size and composition and make any recommendations with regard to adjustments that are deemed necessary.
- 1.3 To review annually the time required from a Non-Executive Director, using performance evaluation to assess whether the Non-Executive Director is spending enough time to fulfil their duties.
- 1.4 To give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore likely to be needed on the Board in the future.
- 1.5 To keep under review the leadership needs of the Group, both executive and non-executive, with a view to ensuring continued ability of the Group to compete effectively in the marketplace.
- 1.6 To 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.
- 1.7 To make recommendations to the Board covering:

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- plans for succession for both Executive and Non-Executive Directors;
- the re-appointment of any Non-Executive Director at the conclusion of their specified term of office;

- the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Articles of Association;

- any matters relating to the continuation in office of any Director at any time; and

- the appointment of any Director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the Board.

2. Membership and Meetings

- 2.1 The Committee shall be appointed by the Board from amongst existing Directors of the Company. Unless otherwise agreed by the Board the Nominations Committee shall consist of the Chairman of the Board, the Chief Executive, and such other Non-Executive Directors as required to ensure that a majority of the members of the Committee shall be independent Non-Executive Directors. A quorum shall be two members, of whom at least one shall be an independent Non-Executive Director.
- 2.2 The Chairman of the Nomination Committee shall either be the Chairman of the Board or another Non-Executive director. The Chairman of the Board shall not however chair the Committee when it is dealing with the appointment of a successor to the chairmanship.
- 2.3 Meetings shall be held as required, but the Committee should meet at least once a year.
- 2.4 The Committee shall employ such internal resources and external consultants as it thinks fit and is authorised to incur such expenses as appropriate in carrying out its duties.
- 2.5 The Secretary of the Committee will be the Company Secretary.
- 2.6 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

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2.7 The Nominations Committee will make available these terms of reference, setting out its delegated responsibilities, which should be reviewed and where necessary, updated annually.

3.0 Annual Report and AGM

3.1 The Nominations Committee will make a statement in the Annual Report covering:

- its activities;
- the process used for appointments;
- whether external advice or open advertising has not been used
- the membership of the Committee,
- the frequency of Committee meetings and attendance by members at Committee meetings

3.2 The Chairman of the Nominations Committee, or a nominated member of the Nominations Committee, shall attend the AGM to be available to answer questions at the AGM.