

PINEWOOD SHEPPERTON PLC (the "Company")

NOMINATION COMMITTEE - TERMS OF REFERENCE

CONSTITUTION

- 1.** The members of the Nomination Committee for the time being shall be:

Nigel Hall (Chairman)
Adrian Burn
Michael Grade
- 2.** The Nomination Committee (the "**Committee**") shall consist of a minimum of 2 members appointed by the Board of the Company (the "**Board**"). A majority of the members of the Committee should be independent non-executive directors (in accordance with A.3.1 of the Combined Code on Corporate Governance). The Chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board provided he is independent. 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. If a regular member is unable to act due to absence, illness or any other cause, the Committee Chairman may appoint another director of the Company to serve as an alternative having due regard to maintaining the required balance of executive and non-executive members. A formal note of all meetings shall be taken.
- 3.** The quorum for decisions of the Committee shall be 2 members both of whom must be independent non-executive directors. 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.

ROLE

- 4.** The overall purpose of the Committee shall be to:
 - 4.1** monitor the Board's composition and size and the balance of skills, knowledge and experience on the Board;
 - 4.2** recommend to the Board as a whole the selection and appointment of new executive and non-executive directors in accordance with the Principles of Good Governance and Code of Best Practice contained in the Combined Code including the preparation of a description of the role and capabilities required for a particular appointment;
 - 4.3** report on the nomination of all new Board appointments;
 - 4.4** assess and articulate the time needed to fulfil the role of Chairman, senior independent director and non-executive director of the Company and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties;
 - 4.5** keep under review the leadership needs of the organisation at varying levels with a view to ensuring the continued ability to compete effectively in the Company's marketplace;
 - 4.6** ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment which sets out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.
- 5.** The Committee shall also make recommendations to the Board:
 - 5.1** as regards plans for succession, in particular, of the Chairman and the Chief Executive of the Company;
 - 5.2** as regards the re-appointment of any non-executive director at the conclusion of his/her specified term of office, especially when he/she has concluded his/her second term;

- 5.3** for the continuation (or not) in service of any director who has reached the age of 70;
- 5.4** concerning the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's Articles of Association;
- 5.5** concerning any matters relating to the continuation in office as a director at any time;
- 5.6** concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive of the Company, the recommendation for which would be considered at a meeting of:
 - 5.6.1** all the non-executive directors regarding the position of Chief Executive; and
 - 5.6.2** all the directors regarding the position of Chairman;
- 5.7** concerning suitable candidates for the role of senior independent director;
- 5.8** on the items to be published in the Company's annual report relating to the activities of the Committee which shall include the process used by the Committee in relation to board appointments; and
- 5.9** as regards the membership and chairmanship of the Audit and Remuneration Committees in consultation with the Chairmen of those Committees.

In nominating proposed non-executive directors, the Committee shall have due regard to the provisions of the Combined Code.

PROCEDURE

- 6.** The Committee shall meet not less than two times a year and at such other times as the Chairman of the Committee shall require. Meetings of the Committee may be held by telephone. Unless directed otherwise by the Chairman of the Committee, minutes of the meetings of the Committee shall be made available to all members of the Committee and the Board. Meetings may also be called at the request of any member of the Committee.
- 7.** At least 21 days' notice of any meeting of the Committee shall be given (confirming the venue, time and date of the meeting and attaching an agenda of items to be discussed (together with any supporting papers)), although such notice may be waived or shortened with the consent of all the members of the Committee.
- 8.** The Chairman of the Committee shall be available at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.
- 9.** The Committee is authorised to seek any information it requires from any employee, consultant and other provider of services to the Company in order to perform its duties.
- 10.** The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.** The Company's Chief Executive or Personnel Director or external advisers may be invited to attend and speak at meetings (or parts thereof) of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Chairman of the Committee.
- 12.** The Committee shall conduct an annual review of its work and these terms of reference and shall make recommendations about this to the Board.

19 April 2004 (as amended 27 September 2004)