Deloitte.

Together makes progress

Nomination Committee Terms of Reference

1. Background

1.1. The Nomination Committee (the “NomCo”) is a committee of the Board appointed in accordance with the Deloitte LLP Partnership Agreement, as amended from time to time (the “Partnership Agreement”), and shall exercise its duties, powers and responsibilities as set out in the Partnership Agreement and as further described in these Terms of Reference.

1.2. These Terms of Reference should be read in conjunction with the Partnership Agreement. Expressions used but not defined in these Terms of Reference shall have the meanings given to them in the Partnership Agreement unless otherwise stated. In the event of any inconsistency or contradiction, the Partnership Agreement shall prevail.

2. Purpose

2.1. The Board has overall responsibility for succession planning and leadership roles but has delegated to the NomCo certain activities related to succession planning and leadership roles, as set out below.

3. Composition and Membership

3.1. The Members of the NomCo shall comprise:

3.1.1. the Chair of the Board, who shall be the chair of the Nomination Committee, provided that:

3.1.1.1. the Chair may not form part of any meeting of the NomCo which is convened regarding the succession of the Chair where the current Chair intends to stand for re-election to the Board, in which case the Board shall appoint an Elected Board Member to chair such meeting; or

3.1.1.2. in the event that the Chair is conflicted in respect of any other matter being considered by the Nomination Committee, the other members of the Nomination Committee shall appoint an Elected Board Member to act as chair in respect of that matter.

3.1.2. such number of Elected Board Members as the Board may determine, appointed by the Chair, provided that an Elected Board Member may not form part of any meeting of the NomCo which is convened to consider an appointment in which that Elected Board Member intends to stand for re-election to the Board;

3.1.3. such number of Partners as the Board may determine, appointed by the Chair (being neither members of the Board nor persons whose names appear on the shortlist of potential Elected Board Members, in each case at the relevant time); and

3.1.4. such number of Independent Non-Executives as the Chair may determine, appointed by the Chair, provided that such Independent Non-Executives may not form part of the NomCo during any year in which they intend to stand for re-appointment.

3.2. Each appointed member of the NomCo:

3.2.1. who is an Elected Board Member or an Independent Non-Executive (as relevant):

3.2.1.1. shall, subject to remaining an Elected Board Member or Independent Non-Executive (as relevant) and, in case of an Independent Non-Executive, continuing to comply with paragraph 3.1.4, serve for such period as the Board may determine; and

3.2.1.2. may from time to time, subject to being an Elected Board Member or Independent Non-Executive (as relevant) at the relevant time, be reappointed for any subsequent period determined by the Board.

3.2.2. who is not a member of the Board:

3.2.2.1. shall, subject to both remaining a Partner and continuing to comply with the requirement in paragraph 3.1.3, serve on the Nomination Committee for such period as the Board may determine; and

3.2.2.2. may from time to time, subject to being a Partner at the relevant time, be reappointed for any subsequent period determined by the Board.

3.3. The quorum for any meeting of the NomCo shall be not less than two-thirds of the total number of Members.

3.4. A duly convened meeting of the NomCo 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 NomCo.

4. Powers and Responsibilities

The NomCo shall:

4.1. oversee the process of appointing or reappointing the CEO and Chair, which shall include seeking the views of Partners, producing a shortlist of potential candidates, and selecting a final candidate who shall be recommended to the Board to be put forward to a Resolution of the Partners;

4.2. produce a shortlist of potential candidates and a final list of candidates to stand in Board Elections and recommend those candidates to the Board;

4.3. be responsible for reviewing the composition of the Board to ensure an appropriate balance of skills, experience, professional qualifications, regional representation and diversity;

4.4. operate in accordance with the general policy objectives and guidelines laid down by the Board from time to time;

4.5. be responsible for succession planning with respect to, and oversight over appointment or reappointment to, positions of the Independent Non-Executives and/or Audit Non-Executives, and making relevant recommendations to the Board.

5. Decisions

5.1. Decisions of the NomCo on which a vote is called by the Chair of the NomCo shall be decided by simple majority. Subject to paragraph 5.3, the Chair of the NomCo shall have a casting vote in the event of a tie.

5.2. If a proposal considered by the NomCo is one where a NomCo member, either directly or indirectly, has a conflict of interest, that member shall not be permitted to take part in any discussion, vote, or decision-making, on any such proposal.

5.3. The decision of the Chair of the NomCo as regards whether a member has a conflict of interest is determinative. If the question of conflict relates to the Chair of the NomCo, the decision of the other NomCo Members in attendance (acting by a simple majority) is determinative.

6. Committee Procedures

6.1. Meetings of the NomCo shall be held annually to review and consider the composition of the Board and its sub-committees, and otherwise as often as necessary in order to discharge its functions.

6.2. Save as set out in these Terms of Reference, the NomCo shall determine its own procedures.

7. General Matters

7.1. There will be a Secretary to the NomCo who shall minute the proceedings and decisions of all NomCo meetings, including recording the names of those present and in attendance, and any conflicts of interest.

7.2. Where relevant and appropriate, the Chair of the NomCo will report formally to the Board following NomCo meetings.

7.3. The NomCo shall have access to all relevant people and information to allow it to discharge its duties.

8. Review and Evaluation

8.1. The Terms of Reference of the NomCo shall be subject to review by the Board at least every 12 months and may be amended by the Board from time to time.