

Nomination Committee Report

John (Jay) F. Glick
Chair of the Nomination Committee



The work of the Nomination Committee during 2021 included the evaluation and reappointment of Carol Chesney and Keith Lough as independent, non-executive Directors of the Company. The Committee was delighted to recommend to the Board the reappointment of both Directors for a second three-year term. In December 2021, the Committee met to discuss medium term succession planning given that two Directors are due to rotate off the Board in February 2024.”

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	Member	Invitation
Number of meetings held	2	
Number of meetings attended (actual/possible):		
Annell Bay	2/2	–
Carol Chesney	2/2	–
Bruce Ferguson	–	2/2
John (Jay) Glick (Committee Chair)	2/2	–
Richard Hunting	–	2/2
Jim Johnson	–	2/2
Keith Lough	2/2	–

Composition and Frequency of Meetings

The Committee currently comprises the Company Chairman and the independent non-executive Directors of the Company and is chaired by John (Jay) Glick. The Committee meets as required to discuss succession matters and, in 2021, met two times. The Committee operates under written terms of reference approved by the Board, which are published on the Company's website at www.huntingplc.com. Attendance at the Nomination Committee meetings during the year is detailed in the table above.

Board Reappointments

In March 2021, the Committee met to consider the reappointments of Carol Chesney and Keith Lough as independent, non-executive Directors of the Company. Following a discussion, the Committee unanimously reappointed both Mrs Chesney and Mr Lough for a second three-year term from 23 April 2021. The Board continues to consider Mrs Chesney and Mr Lough as independent given their current tenure.

Director Rotation

At its meeting in December 2021, the Committee met to discuss general succession matters. Following debate, the Committee agreed a framework for succession and Director rotation for the non-executive Directors, given that Mr Glick and Ms Bay are due to retire in February 2024, on completion of their nine years as Directors.

As part of these discussions, gender and ethnicity targets published by regulators in the UK were given consideration in this planning process, with support provided by the Group's Chief HR Officer.

Retirement of Richard Hunting, CBE

On 11 February 2022, the Company announced that Richard Hunting, non-executive Director, will retire from the Board after nearly 50 years of service to Hunting. Richard will step down from the Board at the conclusion of the Company's Annual General Meeting on Wednesday 20 April 2022.

Proposed Appointment of Paula Harris as a Director

On 3 March 2022, the Company announced the proposed appointment of Paula Harris as a new independent, non-executive Director. Details of Ms Harris' skills and expertise and reasons for election will be included within the Notice of AGM that will be sent to shareholders on 17 March 2022. Subject to receiving the relevant approval, Ms Harris will join the Board on 20 April 2022. Heidrick and Struggles assisted the Company in this search process.

Senior Management Development and Succession

As part of the new procedures introduced, evaluation of the senior leadership team and their direct reports has been undertaken. This has led to the Board identifying high-potential candidates, who continue to receive formal development and training to enhance the pipeline of talent for the most senior roles within the Company, including at Executive Committee and Board levels.

Board Evaluation

In H2 2021, the Board completed an externally facilitated board evaluation, which was assisted by Heidrick and Struggles. The process included the completion of a governance and board effectiveness questionnaire, one-on-one interviews with members of the Board as well as the Group Company Secretary, the Group's Internal Auditor, the Group's Chief HR Officer, Hunting's external audit engagement partner and a representative from the Group's corporate brokers. In December 2021, Heidrick and Struggles presented its findings to the Directors, which included the following observations:

- The Board is guided by strong leadership;
- Beginning with the Chair, the Board runs efficiently with strong focus on operational agenda items;
- There is frequent engagement with shareholders;
- Board dynamics are supportive and collaborative;
- Board materials are high quality, timely and detailed;
- Decision making is typically consensus-driven;
- There is an invitation for the Board and the Chair to play a greater role in shaping overall Company strategy;
- There is an opportunity to bring external, outside-in perspectives to Board conversations; and
- The Board has an opportunity to enhance Company oversight by engaging directly with management.

The Directors noted the observations and implemented plans to address the findings highlighted in the process. Further, the Committee notes the support Heidrick and Struggles provided in the Director search process outlined above, in addition to the evaluation process completed.

Committee Effectiveness

At its December 2021 meeting, the Committee reviewed its terms of reference and considered its effectiveness, concluding that its performance had been satisfactory during the year.

On behalf of the Board

John (Jay) F. Glick
Chair of the Nomination Committee

3 March 2022