

# ***Ryanair's Terms of Reference for the Nomination Committee 2010***

## ***General Terms of Reference***

These terms of reference provides the framework within which the Ryanair Holdings Nomination Committee shall operate. It is periodically reviewed against best practice in the area of corporate governance and is amended as appropriate. The terms of reference is approved by the Board of Directors on an annual basis.

### ***1. Membership***

- The committee shall comprise of not less than three members, the majority of whom shall be independent non-executive directors of the company. Members of the committee shall be appointed by the Board.
- Only committee members are entitled to attend meetings. The Nomination committee may invite such other persons (e.g. other Directors and external advisors) to its meetings, as it deems necessary.
- Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided that the majority of the Committee members remain independent.
- The board of directors shall appoint the Committee chairman, who shall be either the Chairman of the Board or an independent non-executive Director. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

### ***2. Secretary***

The company secretary or their nominee shall act as the secretary of the committee.

### ***3. Quorum***

A quorum of any meeting will be two members. 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.

#### ***4. Meetings***

- A meeting shall be held at least once a year or at any other appropriate time.
- Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.
- During a reasonable period in advance of each meeting the secretary shall circulate the agenda and supporting documentation to the Nomination committee members.
- The secretary will also be responsible for distributing the minutes of meetings promptly to all members of the committee and to the chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.
- Members of the remuneration committee should participate in every meeting of the committee (either in person or via telephonic communications).
- The Chairman of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

#### ***5. Duties of the Nomination Committee***

The duties of the Committee are as follows:

- To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- To give full consideration to succession planning for Directors, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed in the future;
- To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- Before making an appointment, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - i. if required use the services of external advisers to facilitate the search;
  - ii. consider candidates from a wide range of backgrounds; and
  - iii. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- To review annually the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending enough time to fulfill their duties; and
- 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 if appropriate and involvement outside Board meetings.

The Committee shall also make recommendations to the Board concerning:

- plans for succession for both executive and non-executive Directors and in particular for the key roles of Chairman and Chief Executive;
- suitable candidates for the role of Senior Independent Director;
- the re-appointment of any non-executive Director, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- the retirement age for Directors and its application;
- any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and
- The appointment of any Director to executive or other office.

## ***6. Reporting responsibilities***

The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall make a statement in the Company's Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

## ***7. Authority***

The board authorises the Nomination committee, within the scope of its responsibilities, to:

- Engage independent counsel and other advisers as it deems necessary to carry out its duties (the company shall provide appropriate funding for the compensation of advisors).
- Have unrestricted access to members of management, employees and relevant information.
- The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.