

IMPAX ENVIRONMENTAL MARKETS PLC

Nominations Committee

Terms of reference

Scope

These terms of reference are issued to the Nominations Committee.

Membership

The Committee comprises all the independent directors.

The Chairman of the Board is the Committee Chairman.

Secretary

The Company Secretary of the Company is the Secretary of the Committee.

Meetings and attendance

The Committee will meet on at least an annual basis.

The quorum at the meetings shall be two members of the Committee.

Authority

The members of the Committee are authorised to seek any information that they require from the Manager or Company Secretary and to obtain advice from the Company's external auditors, professional advisers or otherwise and to take independent professional advice and to request the Manager or Company Secretary, at the expense of the Company, to attend meetings of the Committee in order to obtain such information or advice.

Duties

The duties of the Committee are to:

- review the structure, size and composition of the Board;
- review length of service of each director and assess if this impacts on their independence;
- evaluate the appointment of additional or replacement directors;
- consider job specifications and whether the candidates have the necessary skills and time available to devote to the Company;
- ensure that any newly appointed directors are provided with letters of appointment detailing their duties; and

- arrange for any new directors to be provided with training and induction; and
- consider any other relevant matters as requested by the Board.

Reporting procedures

The Committee Chairman shall report formally to the Board on its proceedings after each meeting of the Committee.

The Secretary will circulate the minutes of all meetings to the members of the Committee.