

TALKTALK TELECOM GROUP PLC
(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
(approved at a meeting of the Board of Directors held on 4 June 2019)

CONSTITUTION

1. The Board of Directors of the Company (the “**Board**”) hereby resolve that the terms of reference of the nomination committee are as set out below.

MEMBERSHIP

2. A majority of members of the committee will be independent non-executive directors and other directors may be appointed from time to time by the Board provided always that a majority of the members of the committee are independent non-executive directors. All other directors will be entitled to attend meetings of the committee, subject to the agreement of the chair of the committee.

CHAIR

3. The Chair of the committee shall be appointed by the Board (and shall be John Gildersleeve at the date of approval of these terms of reference) and shall have a casting vote on all matters in the event of an equality of votes.
4. The Senior Independent Director will chair the Committee when it is considering succession to the role of the chair of the Board.

MEETINGS

5. A quorum shall be any two members.
6. All reasonable efforts shall be made to give notice of meetings of the committee to all members of it and arrange such meetings so that members are able to attend it. If required, the meeting may take place by conference call.
7. Meetings shall be held as required and not less than twice a year.
8. The company secretary shall circulate the minutes of meetings of the committee to all members of the committee and once approved shall be signed by the chair. Such approved minutes shall be made available to any Board member on request. The chair of the committee shall update the Board after each meeting of the committee.

9. The chair of the committee shall be available to answer questions about the committee's work at the annual general meeting of the Company.

DUTIES

10. Where the Board has identified the need for Board appointments, the committee shall carry out a formal selection process of candidates, and then propose to the Board and make recommendations regarding appointments, whether of executive or non-executive directors.
11. The committee shall consider nominees put forward by any member of the Board. It shall also be authorised to employ the services of external search consultants in accordance with the procedure agreed by the Board.
12. The committee, via the company secretary will make available to new members of the Board a suitable induction process and for existing members of the Board ongoing training where appropriate and as discussed with the committee.
13. In particular, in discharging its duties, the committee shall have regard to: their responsibilities in accordance with the statement of Directors' Duties set out in s.171-177 of the Companies Act 2006; the provisions of the UK Corporate Governance Code; Related Guidance and Good Practice Suggestions which summarises the principal duties of the nomination committee; the UKLA Listing Rules; and associated guidance and other applicable regulations and guidelines from bodies such as the Investment Association.
14. Additionally, the committee should:
 - 14.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - 14.2 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, ensuring any other significant time commitments are disclosed and are taken into consideration to ensure sufficient time is available to meet board responsibilities;
 - 14.3 review annually the time required from a non-executive director. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil their duties;
 - 14.4 ensure where possible all appointments to the Board promote diversity of gender, social and ethnic backgrounds and cognitive and personal strengths;

- 14.5 regularly review Board succession over the long term, in order to maintain an appropriate balance of skills and experience, to oversee the development of a diverse pipeline for succession and to ensure progressive refreshing of the Board and its committees;
 - 14.6 ensure that an annual review of the effectiveness of the Board is conducted every year with an independent review every three years;
 - 14.7 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
 - 14.8 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;
 - 14.9 make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee, number of committee meetings and attendance over the course of the year and a policy of diversity and inclusion stating progress made;
 - 14.10 make available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and
 - 14.11 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 and involvement outside Board meetings.
15. The committee should make recommendations to the Board:
- 15.1 as regards to plans for succession for both executive and non-executive directors;
 - 15.2 as regards to the re-appointment of any non-executive director at the conclusion of their specified term of office;
 - 15.3 concerning the re-election by shareholders of any director under the retirement by rotation provisions in the Company's Articles of Association;
 - 15.4 concerning any matters relating to the continuation in the office of any director at any time; and

15.5 concerning the appointment of any director to executive or other office other than to the positions of chair of the Company and the chief executive officer, there commendation for which would be considered at a meeting of the Board.

ULTIMATE DECISIONS

16. All decisions in respect of appointment of directors shall be referred to the Board and shall take effect, only upon approval thereof by resolution of the Board at a meeting which is properly convened and constituted and in accordance with the Company's Articles of Association.