

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

Reference to the "**Committee**" shall mean the Nomination Committee. Reference to the "**Board**" shall mean the Board of Directors.

1 Membership

- 1.1. The members of the Committee shall be the Chair of the Board, all the non-executive directors of the Company and the Chief Executive.
- 1.2. The Chair of the Committee shall be the Chair of the Board. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the appointment of the successor to the Chair of the Board.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4. If a regular member is unable to act due to absence, illness or any other cause, the Chair of the Committee may appoint another director of the Company to serve as an alternate member having due regard to maintaining the required balance of executive and non-executive members.

2 Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3 Quorum

- 3.1. The quorum necessary for the transaction of business shall be two, both of whom must be non-executive directors. 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

- 4.1. The Committee shall meet at such times as the Chair of the Committee or the Chair of the Board shall require.
- 4.2. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair of the Committee.
- 4.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time.
- 4.4. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

5 Minutes of meetings

- 5.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. After approval and signature by the Committee Chair, the minutes shall be submitted to all other members of the Committee and to the other members of the Board, unless in the opinion of the Committee Chair a conflict of interest exists.

6 Annual General Meeting (AGM)

The Committee Chair should attend the annual general meeting to answer shareholder questions on the Committee's activities.

7 Remit – The Board

7.1. Regarding the Board and its composition, the remit of the Committee shall be:

- 7.1.1 to review regularly the Board structure, size and composition (including the skills, knowledge, experience and diversity) and make recommendations to the Board about any adjustments that are deemed necessary;
- 7.1.2 to ensure plans are put in place for succession of the directors and other senior executives, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future;
- 7.1.3 to be responsible for identifying and nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise;
- 7.1.4 to, before appointment is made by the Board, evaluate the balance of skills, knowledge experience and diversity on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
 - 7.1.4.1. use open advertising or the services of external advisers to facilitate the search;
 - 7.1.4.2. consider candidates from a wide range of backgrounds;
 - 7.1.4.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 7.1.5 to, prior to the appointment of a director, ensure that the proposed appointee be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest. These must be authorised by the Board prior to the appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board;
- 7.1.6 to ensure that on appointment to the Board, non-executive directors receive a letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 7.1.7 to, for the appointment of a Chair, prepare a job specification, including an assessment of the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- 7.1.8 to keep up to date and fully informed about the strategic issues and commercial challenges affecting the company, the market in which it operates, and its leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- 7.1.9 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 fulfil their duties; and

- 7.1.10 to perform regular reviews of the Committee's performance and of the individual Committee members, to ensure all members are contributing effectively to the Committee.
- 7.2. The Committee shall also make recommendations to the Board concerning:
- 7.2.1 plans for succession for both executive and non-executive directors and in particular for the key roles of Chair and Chief Executive;
 - 7.2.2 suitable candidates for the role of senior independent director;
 - 7.2.3 membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chair's of those Committees;
 - 7.2.4 the re-appointment of any non-executive director at the conclusion of their specified term of office 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;
 - 7.2.5 the re-election by shareholders of any director under the annual re-election provisions of the QCA Corporate Governance Code or the "retirement by rotation" provisions in the company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
 - 7.2.6 the continuation (or not) in service of any director who has reached the age of 70;
 - 7.2.7 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
 - 7.2.8 the appointment of any director to executive or other office.

8 Reporting Responsibilities

- 8.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Committee shall make whatever recommendations to the Board it seems appropriate on any area with its remit where action or improvement is needed.
- 8.3. The Committee shall produce a report to be included 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. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. The report should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving objectives. If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

9 Other Matters

- 9.1. The Committee shall arrange for periodic reviews of its own, and the Board's, performance and, at least once a year, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9.2. The Committee shall have access to sufficient resources to carry out its duties, including access to the Company Secretary for assistance as required and be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

9.3. The Committee shall give due consideration to all laws and regulations as appropriate.

10 Authority

10.1. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

10.2. If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

10.3. Save where they have a personal interest, the Chair will have a casting vote.

10.4. The Committee is authorised by the Board to seek any information it requires from any employee or director of the Company to perform its duties, and all such employees or directors will be directed to co-operate with any request made by the Committee.

10.5. In connection with its duties the Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, any outside legal or other professional advice on any matter within its terms of reference, liaising with the Board on the scope and budget therefor.

10.6. Through the Chair of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

10.7. The Committee shall make available these terms of reference to shareholders and include the information on the Company's website.

8 May 2025