

Nomination Committee Terms of Reference

September 2024

1. Membership

- 1.1 The Nomination Committee (the “**Committee**”) shall be made up of at least 3 directors of the Company (“**Directors**”), a majority of whom are independent Directors. Members of the Committee shall be appointed by the board of Directors (the “**Board**”).
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to 3 years, with an annual Committee composition review undertaken by the Board Chairman having taken input from the Committee.
- 1.4 Subject to paragraph 1.5, the Board shall appoint the Committee Chairman, who should be the Chairman of the Board or an independent Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Committee meeting.
- 1.5 The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship of the Board.

2. Secretary

The secretary of the Company (the “**Company Secretary**”) or his or her nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

The quorum necessary for the transaction of business at Nomination Committee meetings shall be 2 Committee 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. Frequency of Meetings

The Committee shall meet at least once per year and otherwise as required.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chairman.

- 5.2 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 no later than 3 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

7. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1 The Committee shall:

- (a) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, taking into consideration the Company's Diversity Policy, and make recommendations to the Board with regard to any changes;
- (b) give full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- (c) keep under review the leadership needs of the Company with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (d) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (e) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (f) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment, taking into consideration the Company's Diversity Policy. In identifying suitable candidates the Committee shall:
 - (i) use open advertising or 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 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;
- (g) for the appointment of a Board Chairman, prepare a job specification, including the time commitment expected. A proposed Board Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Board Chairman's commitments should be reported to the Board as they arise;
- (h) ensure that on appointment to the Board, 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;
- (i) review the results of the Board performance evaluation process that relate to the composition of the Board;
- (j) review annually the time required from Directors. Performance evaluation should be used to assess whether Directors are spending enough time to fulfil their duties; and
- (k) work and liaise as necessary with all other Board committees.

8.2 The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for Directors and in particular for the key role of Chairman;
- (b) suitable candidates for the role of Senior Independent Director;
- (c) membership of the Audit, Remuneration, Nomination, and Communications and Disclosure Committees, and any other Board committees as appropriate;
- (d) the re-appointment of any 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 knowledge, skills and experience required;
- (e) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of any Director, subject to the provisions of the law and their letter of appointment; and
- (f) the appointment of any Director to any other office.

9. Reporting Responsibilities

- 9.1** The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.

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

10. Other Matters

- 10.1 The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required; and
- (b) at least once a year, review its own performance, 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.

11. Authority

- 11.1 The Committee is authorised:

- (a) to seek any information it requires from any employee of, or adviser to, the Company in order to perform its duties; and
- (b) to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.