

NOMINATION COMMITTEE TERMS OF REFERENCE

Approved on 10 July 2019

Function

- The function of the Nomination Committee is to consider and make recommendations to the Board on the Board's composition and balance.

Membership and Attendance

- The Committee shall be appointed by the Board and shall consist of not less than three members all of which shall be independent non-executive Directors of the Company. A quorum shall be two members.
- The Chairman of the Committee shall be appointed by the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. Only members of the Committee have the right to attend meetings. However, external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- In the event that the Committee considers the appointment of a successor to the Chairman of the Board, the Committee shall elect a chairman other than the present Chairman, for those purposes alone, from among the other independent members.

Meetings

- The Committee shall meet as and when required and no less than once a year.

Secretary

- The Company Secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.
- The Company Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Authority

- The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Responsibilities

The responsibilities of the Committee shall be:

In accordance with the adopted procedure for the appointment of new Directors:

- To evaluate the balance of skills, knowledge, experience and diversity on the Board of Directors and to prepare a description of the role and capabilities required for a particular appointment. In the case of the appointment of a Chairman, to prepare a job specification;
- To select potential candidates to fill vacancies on the Board of Directors for recommendation to the Board;
- To interview, or arrange for suitable Directors to interview, suitable candidates for Directors;
- Prior to appointment of a Director, the Committee should seek to ensure the candidates disclose any other/future business interests that could result in a conflict of interest;
- Ensure that on appointment to the Board, any new Directors receive a formal letter of appointment outlining what is expected of them in terms of time commitment, Committee service and involvement outside of Board meetings;
- Ensure all newly appointed Directors receive an appropriate induction; and

- 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.

In addition, the Committee shall also:

- Periodically review the terms of appointment of the non-executive Directors;
- Consider whether a Senior Independent Director should be appointed and, if appropriate, to identify and recommend to the Board suitable candidates for the role;
- Satisfy itself that processes and plans are in place with regard to succession planning of the Board, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- Undertake a formal and rigorous evaluation of the Board's performance and that of its Committees and individual Directors;
- Consider the re-election by Shareholders of any Director under the retirement by rotation provisions or under the Financial Conduct Authority's Listing Rules; and
- Consider other issues, as requested and defined by the Board.

Reporting procedures

- The Committee Chairman, or in his absence the elected Chairman of the relevant meeting, shall report on the issues raised at the meeting and make relevant recommendations to the Board at the earliest opportunity.