



# **Nomination Committee Terms of Reference**

Version	Approver	Approval Date	Author	Change Description
1.0	Nomination Committee / Board	13 August 2025	Company Secretariat	CGC 2024

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**NOMINATION COMMITTEE  
TERMS OF REFERENCE**

**1 Membership**

- 1.1 The Committee shall comprise at least three Directors. The majority of the members of the Committee shall be independent Non-Executive Directors.
- 1.2 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the Director still meets the criteria for membership of the Committee.
- 1.3 Only members of the Committee have the right to attend meetings although other individuals such as the Executive Directors, the Head of HR or external advisors may be invited to attend for all or any part of a meeting, as and when appropriate.
- 1.4 The Board shall appoint the Committee Chair who should ordinarily be either the Chair of the Board or an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. If possible and appropriate, the Committee Chair should be consulted prior to the meeting at which the Committee Chair will be absent. The Chair of the Board shall not Chair the Committee when it is dealing with the matter of succession of the Chair of the Board.
- 1.5 The Committee Chair shall review membership of the Committee annually, as part of the annual performance review of the Committee.

**2 Secretary**

- 2.1 The Company Secretary (or their 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.
- 2.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

**3 Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two Committee members.

**4 Frequency of meetings**

- 4.1 The Committee shall meet at least once a year and otherwise as required.

## **5 Notice of meetings**

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue (which may be by telephone or video conference or other electronic means), time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than three working days before the date of the meeting. Supporting papers (which may be in electronic form) shall be sent or made available to Committee members and to other attendees as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Chair.

## **6 Minutes of meetings**

- 6.1 The Secretary of the Committee shall minute the proceedings and decisions of all Committee meetings, including recording 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. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless exceptionally, it would be inappropriate to do so.
- 6.3 A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

## **7 Engagement with shareholders**

- 7.1 The Committee Chair should attend the Annual General Meeting (or, as necessary, General Meeting) of the Company to answer any shareholder questions on the Committee's activities.
- 7.2 In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## **8 Duties**

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate.

### **8.1 Composition of the Board and Senior Management**

The Committee shall:

- 8.1.1. regularly review the structure, size and composition (including the skills, knowledge, experience, independence, and diversity) of the Board and its committees and make recommendations to the Board with regard to any changes;
- 8.1.2. keep under review the leadership needs of the organisation, relating both to the Board and Senior Management both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 8.1.3. keep up-to-date and fully informed about strategic issues and commercial issues and priorities affecting the long term success of the Company and the market in which it operates;
- 8.1.4. prepare a policy on the promotion of diversity, equal opportunity and inclusion on the Board and in Senior Management;

## 8.2 Succession Planning

The Committee shall:

- 8.2.1. ensure plans are in place for orderly succession to Board and Senior Management positions, and to oversee the development of a diverse pipeline for succession, considering the challenges and opportunities facing the Company and the skills and expertise needed on the Board in the future;
- 8.2.2. satisfy itself that plans are in place for orderly succession for appointments to the Board and Senior Management;

## 8.3 Appointments to the Board

The Committee shall:

- 8.3.1. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.3.2. consider proposals for the re-appointment or promotion of Directors and also any proposal for their dismissal, retirement, non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment;
- 8.3.3. before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and the future challenges affecting the Company and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the Committee shall:

- a) consider candidates from diverse backgrounds;
- b) consider candidates on merit and against objective criteria, having due regard to the benefits of diversity, inclusion and equal opportunity on the Board, including but not limited to not limited to, regional and industry experience, social and ethnic background, race, gender, age, educational and professional background, cognitive and personal strengths, and other relevant attributes and taking care that appointees have enough time available to devote to the position; and
- c) use such methods as it deems appropriate, including use of open advertising or the services of external advisors to facilitate the search;

8.3.4 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;

8.3.5 prior to the appointment of a Director, require the proposed appointee to disclose other significant commitments to the Board, or a sub-set of the Board, including time commitment expected and any additional future commitments should not be undertaken without prior approval of the Board, or subset of the Board;

8.3.6 keep under review the number of external appointments held by each Director and review annually the time required from Non-Executive Directors;

#### 8.4 Conflicts of interest

The Committee shall:

8.4.1 prior to the appointment of a Director, require the proposed appointee 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. Any such interests must be approved by the Board (or a sub-set of the Board), prior to the appointment and any future business interests that could result in a conflict of interests must not be undertaken without prior authorisation of the Board (or a sub-set of the Board);

8.4.2 keep under review at least annually potential conflicts of interests of directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary;

#### 8.5 Board Performance Review

The Committee shall:

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- 8.5.1 review the results of the Board performance review process that relate to the composition and performance of the Board, succession planning, diversity and how effectively the members work together to achieve objectives;
- 8.5.2 review the results of the performance review of the Committee;
- 8.5.3 review annually the time required from Non-Executive Directors, including the Chair and Senior Independent Director. Performance reviews should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties; and
- 8.5.4 ensure that the Board performance review is externally facilitated at least every three years.

## **9 Board recommendations**

- 9.1 The Committee shall also make recommendations to the Board on the following:

### *Nominations and succession planning*

- 9.1.1 the formulation of plans for succession for both Executive and Non-Executive Directors, in particular the Chair and the Chief Executive;
- 9.1.2 any changes needed to the succession planning process if its periodic assessment indicates that desired outcomes have not been met;
- 9.1.3 the appointment of suitable candidates as new Directors and succession for existing Directors;
- 9.1.4 the Chair of the Board, having assessed every three years whether the present incumbent shall continue in post, taking into account the need for continuity versus freshness of approach;
- 9.1.5 suitable candidates for the role of Senior Independent Director;
- 9.1.6 membership of Board Committees, in consultation with the relevant Chairs of such Committees;

### *Re-appointment of directors and continuation in office*

- 9.1.7 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 and the Company's long-term sustainable success in the light of knowledge, skills and experience required and the need for progressive refreshing of the Board and taking into account the length of service;

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9.1.8 the re-election by shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code (published January 2024) (**Code**), or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board and taking into account the length of service;

9.1.9 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;

## 10 Reporting responsibilities

10.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, making recommendations where appropriate.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion where necessary.

10.3 The Committee shall make publicly available the Committee's Terms of Reference by placing them on the Company's website.

10.4 The Committee shall produce a report to be included in the Company's Annual Report including any matters required by the Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority and describing the work of the Committee including:

- its activities, the membership of the Committee, number of meetings and attendance over the year;
- the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- identifying in the annual report any external search consultancy that has been engaged, together with a statement about any other connection it has with the Company or individual directors;
- how the Board performance review has been conducted, the nature and extent of support from any external evaluator, and the outcomes and actions taken (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);

- a description of the Board's policy on diversity and inclusion (and any initiatives on diversity and inclusion), its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and
- the gender balance of those in the Senior Management Team and their direct reports.

## **11 Other matters**

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat and management for advice and assistance as required;
- 11.2 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;
- 11.3 work and liaise as necessary with other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly;
- 11.4 give due consideration to all relevant laws and regulations, in particular, the directors' duties in the Companies Act 2006, the provisions of the Code and associated guidance, the requirements of the UK Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority and any other applicable rules, as appropriate;
- 11.5 ensure that a periodic review of the Committee's own performance is carried out; and
- 11.6 at least annually, review the Committee's 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.

## **12 Authority**

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.