

January 2025

Terms of Reference of the Nomination Committee

- 1 Membership
- 1.1

- 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.
- 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, any other person required to attend and all other non-executive directors, no later than five 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.
- 5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.
- 6 Minutes of meetings
- 6.1 The Company Secretary, or his/her nominated representative, shall minute the proceedings and decisions of all meetings of the committee, 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 unless in the opinion of the committee chair it would be inappropriate to do so.
- 7 Annual general meeting and e ngagement with shareholders
- 7.1 The committee chair sh3(ft)-3(m)v72 Tf1 0 02(n)-3(ion)-8B/F2 12T 0 0 1 72.02Tf1 0 0 1 97.58

- 8.5 be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
- 8.6 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. In identifying suitable candidates, the committee shall consider:
 - 8.6.1 using open advertising or the services of external advisers to facilitate the search.
 - 8.6.2 candidates from a wide range of backgrounds.
 - 8.6.3 candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position.
- 8.7 Prior to the appointment of a director, other significant time commitments should be disclosed and any additional significant future commitments should not be undertaken without prior approval of the board though this will not be unreasonably with-held. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the board.
- 8.8 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.
- 8.9 have particular regard to the requirements of AIM Rule 17, Schedule Two paragraph (g), and will ensure that the company consults appropriately with the Nominated Adviser in making a director appointment.
- 8.10 review the results of the board performance evaluation process that relate to composition of the board and performance planning.
- 8.11 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether non-executive directors are spending enough time to fulfil their duties.
- 8.12 work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

The committee shall also make recommendations to the board concerning:

- 8.13 any changes needed to the succession planning process if its periodic assessment indicated the desired outcomes have not been achieved.
- 8.14 suitable candidates as new directors and succession for existing directors.

- 8.15 membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chair of those committees.
- 8.16 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 knowledge, skills and experience required.
- 8.17 the re-election by shareholders of directors under the annual re-election provisions of the QCA Code or the retirement by rotation provisions in the

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sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual directors,0-i6 consus as 0 G810()-11(in)b shs6 1 97.5w(n)-3(with

- 9.4 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.
- 10 Other matters

The committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required.
- 10.2 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.
- 10.3 give due consideration to laws and regulations, the UK Corporate Governance Code, the QCA Corporate Governance Code, as amended and updated from time to time and the requirements of the AIM Rules for Companies and any other applicable rules as appropriate.
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- 10.5 a
 - ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.
- 10.6 have the flexibility to appointment a temporary sub-committee to act on behalf of the committee for a specific purpose, e.g. appointment of an Executive Director or undertake a corporate task.
- 10.7 work and liaise as necessary with other board committees.
- 11 Authority
- 11.1
 - outside legal or other professional advice on any matters within its terms of reference.
- 11.2 The committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to cooperate with any request made by the committee.

Approved by the Board

January 2025