



Cenkos Securities plc
Nomination Committee
Terms of Reference
November 2022

Version: 2.0
Ownership: Company Secretary

Document History

Date	Changes Made	Changes Made By	Version
January 2020	Updated to new format	S Doherty	1.0
November 2022	General update	J Osler	2.0

Review of initial draft/subsequent changes

Version	Comments required by	Review Date	Review Coordinator
1.0	Board	January 2020	S Doherty
2.0	Board	November 2022	J Osler

1. CONSTITUTION

1.2 The Board of Directors established a Committee of the Board, known as the Nomination Committee (the “Committee”), to lead the process for appointments to the Board, and Senior Management with Terms of Reference as set out below.

2. MEMBERSHIP

2.1 The Committee shall consist of a minimum of 2 members appointed by the Board of the Company (the “Board”). A majority of the members of the Committee should be independent non-executive directors provided that if the Committee consists of only 2 members than at least one shall be an independent non-executive director. The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive director. The Chairman of the Committee should not chair the Committee when it is dealing with the appointment of a successor to the chairmanship. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. If a regular member is unable to act due to absence, illness or any other cause, the Committee Chairman may appoint another director of the Company to serve as an alternative having due regard to maintaining the required balance of executive and non-executive members.

2.2 In deciding chairmanship and membership of the Committee, the value of ensuring that Committee membership is refreshed and that undue reliance is not placed on particular individuals should be taken into account.

2.3 The quorum for decisions of the Committee shall be 2 members of which at least one shall be an independent non-executive director. 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.

3. MEETING

The Committee shall meet not less than two times a year and at such other times as the Chairman of the Committee shall require. Meetings of the Committee may be held by telephone or video conference.

4. SECRETARY

The Secretary shall minute the proceedings and resolutions of all Committee meetings (including the names of those present and in attendance) and shall ensure the Committee is properly constituted and advised. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Unless directed otherwise by the Chairman of the Committee, minutes of the meetings of the Committee shall be made available to all members of the Committee and, once agreed, to all other members of the Board unless a conflict of interest exists. Meetings may also be called at the request of any member of the Committee. Meeting should be organised so that attendance is maximised.

5. NOTICE OF MEETING

At least 2 days’ notice of any meeting of the Committee shall be given to each member of the Committee (confirming the venue, time and date of the meeting and attaching an agenda of items to be discussed (together with any supporting papers)), although such notice may be waived or shortened with the consent of all the members of the Committee for the timing being.

6. ANNUAL GENERAL MEETING

The Chairman of the Committee shall be available at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.

7. DUTIES AND RESPONSIBILITIES

7.1 The Committee shall, on behalf of the Board and the shareholders of the Company:

- (a)** monitor the Board’s composition and size and the balance of skills, knowledge and experience on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- (b)** lead the process for and make recommendations to the Board as a whole for the selection and appointment of new

executive and non-executive directors, having regard to the provisions of the QCA Corporate Governance Code;

- (c) assess and articulate the time needed to fulfil the role of Chairman, senior independent director (if applicable) and non-executive director of the Company and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties;
- (d) keep under review the leadership needs of the organisation at varying levels with a view to ensuring the continue ability to compete effectively in the Company's marketplace;
- (e) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise. 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;
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (f) ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment which sets out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- (g) as regards the appointment of Chairman of the Board (as regards whom it is "particularly important" that he/she have enough time to devote to the job), prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. (A candidate's other significant commitments should be disclosed to the Board before appointment (and also included in the annual report)).

7.2 The Committee shall also make recommendations to the Board:

- (a) as regards plans for succession, in particular, of the Chairman and the Chief Executive of the Company;
- (b) as regards the re-appointment of any non-executive director at the conclusion of his/her specified term of office, especially when he/she has concluded his/her second term;
- (c) concerning the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's Articles of Association;
- (d) concerning any matters relating to the continuation in office of any individual as a director at any time;
- (e) concerning the appointment of any director to executive or other office;
- (f) concerning suitable candidates for the role of senior independent director (if applicable);
- (g) on the items to be published in the Company's annual report relating to the activities of the Committee which shall include the process used by the Committee in relation to board appointments; and
- (h) as regards the membership and chairmanship of the Audit Risk and Compliance and Remuneration Committees in consultation with the Chairmen of those Committees.

8. ADVICE AND INFORMATION

8.1 The Committee is authorised to seek any information it requires from any employee, consultant or contractor of the Group and other provider of services to the Group (all such persons being directed to co-operate with any such request by the Committee) in order to perform its duties.

8.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any

matters within its terms of reference.

8.3 No one other than the Chairman of the Committee and its members is entitled to be present or vote at a meeting of the Committee. However, the Company's Chief Executive or external advisers may be invited to attend and speak at meetings (or parts thereof) of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Chairman of the Committee.

8.4 It is the role of the Committee to "lead the process for board appointment and make recommendations to the Board". The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations it deems appropriate on any area within its remit. All evaluations, review and decisions of the Committee made in respect of appointments to the Board shall be referred to the Board and shall take effect only upon approval thereof by resolution of the Board in accordance with the Company's articles of association.

9. REVIEW OF THE COMMITTEE'S EFFECTIVENESS

9.1 The Committee shall conduct an annual review of its own performance, constitution and these terms of reference to ensure that it is operating at maximum effectiveness and shall make recommendations about this to the Board.

10. TERMS OF REFERENCE

10.1 The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board. The requirement to make this information available would be met by making such information available on request and including these terms of reference and such explanation on the Company's website.

10.2 References in these terms of reference to the "Group" are to the Company and its subsidiaries.