



# Supply@ME Capital PLC (the “Company”)

## Nomination Committee terms of reference

Last Approved: March 2023

### Membership

- 1.1. The Nomination Committee (the “Committee”) shall have at least two members. There must be a majority of independent Non-Executive Directors appointed to the Committee.
- 1.2. Appointments to the Committee are made by the Board. The Committee Chair shall review membership of the Committee annually as part of the annual performance evaluation of the Committee.
- 1.3. The Board shall appoint the Committee Chair who should either be the Chair of the Board or an independent Non-Executive Director of the Company. In the absence of the Committee Chair or an appointed deputy, the members present at any meeting 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.
- 1.4. The Chair of the Board shall not be the Committee Chair when the Committee is dealing with the succession to the Chair of the Board.
- 1.5. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that any additional appointment must still be an independent non-executive director.
- 1.6. Each member of the Committee shall disclose to the Committee:
  - I. any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
  - II. any potential conflict of interest arising from a cross-directorship. Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions)
- 1.7. Appointments to the Committee shall be for periods of up to three years, which may be extended for further three-year periods provided the director still meets the criteria for membership of the Committee.

### 2. Quorum and Attendees

- 2.1. A quorum for meetings shall be any two members of the Committee, both of whom should be independent Non-Executive Directors. 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.

- 2.2. Only members of the Committee have the right to attend Committee meetings. However, the Chief Executive Officer will normally be invited to attend. The Committee may invite any other person(s) to attend all or part of any meeting as considered appropriate.
- 2.3. The Committee Chair may ask any attendee of the Committee meeting to leave the meeting to allow discussions of matters relating to that attendee.

### 3. Secretary

- 3.1. The Company Secretary or their nominee shall be 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 the issues.

### 4. Notice of meetings

- 4.1. Meetings of the Committee shall be called by the Chairman of the Committee or the Secretary of the Committee at the request of any of its members or at the request of the external or internal auditors if they consider if necessary.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

### 5. Committee meetings

- 5.1. Meetings shall be held not less than twice a year and otherwise as required.
- 5.2. Meetings of the Committee shall be called by the Company Secretary at the request of the Committee Chair. Any member may also call a meeting of the Committee.

### 6. Voting

- 6.1. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 6.2. If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 6.3. Subject to item 8.2, the Chairman will have a casting vote

### 7. Minutes of Meetings

- 7.1. The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance shall be minuted.

- 7.2. The Company Secretary or his / her nominee shall minute the proceedings and resolution of all Committee meetings and circulate them to all members of the Committee and, once agreed, to all other directors, unless it would be inappropriate to do so in the opinion of the Committee Chair.
- 7.3. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board of Directors unless it would be inappropriate to do so.

## 8. Annual General Meeting

- 8.1. The Committee Chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chairman should seek engagement with shareholders on significant matter related to the Committee's areas of responsibility.

## 9. Duties

- 9.1. The Committee will lead the process for Board appointments and ensure that plans are in place for orderly succession, to both the Board and senior management positions, taking into regard the need for a diverse pipeline for succession.
- 9.2. The Committee shall:
  - 9.2.1. Identify and evaluate suitable candidates to fill Board vacancies when they arise and nominate candidates for the approval of the Board. In identifying suitable candidates, the Committee shall:
    - (i) Evaluate the balance of skills, knowledge, independence, experience and diversity on the Board and prepare a description of the role and capabilities required for a particular appointment in light of this evaluation;
    - (ii) Use open advertising or an external search consultant for the appointment of the Chair and Non-Executive Directors of the Board;
    - (iii) Consider candidates based on merit and against objective criteria, and within this context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
  - 9.2.2. Before the appointment of a Director (including the chair of the Board), require the proposed appointee to disclose any other significant commitments, including the time involved;
  - 9.2.3. For the appointment of a Chair of the Board, prepare a job specification, including the time commitment expected. The proposed chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
  - 9.2.4. Keep under review the number of external appointments held by each Director. A Director of the Company should not undertake any additional external appointments or other significant appointments without the prior approval of the Chair of the Board or Senior Independent Non-

Executive Director. Executive directors of the Company should not undertake more than one non-executive directorship of another company or any other significant appointments;

- 9.2.5. Perform a formal and rigorous annual review of the structure, size and composition of the Board, its Committees, its Chair and individual Directors (including the skills, independence, knowledge, experience, and diversity required to discharge duties) and recommend any changes, to ensure that an effective succession plan is in place;
- 9.2.6. Undertake, with the support of the Chief Executive Officer, a talent management and succession planning review of the senior management of the Company at least once each financial year;
- 9.2.7. Keep under review the Company's leadership needs, both Executive and Non-Executive, to ensure its continued ability to compete in the market place;
- 9.2.8. Review annually the time required from the non-executive directors and assess through performance evaluation whether they are spending sufficient time to fulfil their duties;
- 9.2.9. Arrange for a Non-Executive Director, on appointment, to receive a formal letter of appointment to the Board, setting out what is expected in terms of time commitment, Committee service and any involvement outside Board meetings;
- 9.2.10. Set policy for the granting of service agreements and their termination;
- 9.2.11. Ensure that all Directors undergo an appropriate induction programme to ensure they are fully informed about their duties and responsibilities as a director, and to consider any training requirements for the Board as a whole. Individual training will be discussed and facilitated by the Company Secretary;
- 9.2.12. Before the appointment of a Director (including the Chair of the Board), require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest;
- 9.2.13. Review, on an annual basis, declarations by Directors of situational and transactional conflicts / potential conflicts of interest, ensuring that the influence of third parties does not compromise independent judgement;
- 9.2.14. Ensure that the Committee's terms of reference are made available to shareholders on the Company's website and, if requested, in hard copy.

## 10. Reporting

- 10.1. The Committee Chair shall report to the Board after each meeting on the nature and content of items discussed, recommendations and actions to be taken.
- 10.2. The Committee shall prepare a report, for inclusion in the Company's Annual Report, describing its work

during the relevant period. The report will include:

(A) the process it has used for Board appointments, the Committee's approach to succession planning and how both support developing a diverse pipeline;

(B) how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence the Board composition;

(C) the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and

(D) the gender balance of those in the senior management and their direct reports.

- 10.3. The Committee Chair shall ensure, through the Chair of the Board, that the Company maintains contact and the Committee Chair seeks engagement, as required, with the Company's major shareholders on significant matters related to the Committee's areas of responsibility.
- 10.4. 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 when necessary.
- 10.5. The Committee shall make recommendations to the Board regarding: (A) formulating plans for succession of Executive Directors and Non-Executive Directors and, in particular, for the key roles of the Chair of the Board and Chief Executive Officer; (B) formulating plans for succession of senior management and the Company Secretary; (C) the annual reappointment of a Non-Executive Director at the Company's Annual General Meeting, having considered his or her performance, commitment to the role and continued ability to contribute to the Board in light of the knowledge, skills and experience required; (D) suitable candidates for the role of the Senior Independent Director of the Company; (E) membership of the Audit and Remuneration Committees, in consultation with the Chair of those Committees; (F) whether a Director, who is due to retire under the Company's Articles of Association, should be put forward for re-election having considered his or her performance and continued ability to contribute to the Board in light of the knowledge, skills and experience required; (G) the appointment of any Director to executive or other office (other than to the positions of the chair of the Board and Chief Executive Officer, the recommendation for which shall be considered at a meeting of the Board); and (H) 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 law and their service contract).

## 11. Authority

- 11.1. The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, legal or professional advice on any matter within its terms of reference. 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. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

## 12. General matters

- 12.1. The recommendations of the Committee minutes must be approved by the Board before they can be implemented.
- 12.2. The Committee shall consider such other matters as may be requested by the Board.
- 12.3. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance required.
- 12.4. 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.
- 12.5. The Committee shall ensure that a periodic evaluation of the Committee's own performance is carried out.
- 12.6. The Committee shall 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.