



**NOMINATION COMMITTEE
TERMS OF REFERENCE
PROCOOK GROUP PLC (the “Company”)**

Adopted by resolution of the board of directors of the Company (the “Board”) passed
on 13 October 2021

In this document, references to the “Group” are to the Company and its subsidiaries (if any).

1. PURPOSE

1.1 The purpose of the Committee is to establish a formal, rigorous and transparent procedure for the appointment of new directors to the Board, as required by the UK Corporate Governance Code (the “Code”).

2. CONSTITUTION AND MEMBERSHIP

2.1 The Nomination Committee has been established as a committee of the Board by resolution of the Board.

2.2 The members of the Committee will be appointed by the Board. The Committee will comprise at least three members, the majority of whom will be independent non-executive directors.

2.3 The chair of the Committee will be appointed by the Board and should either be the Chair of the Company or an independent non-executive director. In the absence of the chair of the Committee, the members present will elect one of their number present to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Company should not chair the Committee when it is dealing with the appointment of a successor to the Chair.

2.4 Appointments to the Committee will be for a period of up to three years, which may be extended for up to two further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

2.5 The Company Secretary will 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 the issues. Where the Company Secretary is also an executive director, the Committee may nominate one of its members to act as secretary for any meeting which the Committee wishes to hold without executive directors being present.

3. ATTENDANCE

3.1 Only members of the Committee have the right to attend Committee meetings.

3.2 However, other individuals such as the Chief Executive Officer, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

4. MEETINGS

4.1 The Committee will meet at least twice each year, and at such other times as the chair of the Committee thinks fit.

4.2 Meetings of the Committee will be called by the secretary of the Committee at the request of the chair of the Committee.

- 4.3 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, and to any other person as may be requested by the Committee, at least five working days prior to the date of the meeting.
- 4.4 The quorum for meetings of the Committee will be two members, both of whom must be independent non-executive directors.
- 4.5 Decisions of the Committee will be made by majority vote. In the event of an equality of votes, the chair of the Committee will have a second or casting vote.

5. **REPORTING**

- 5.1 Sufficient time should be allowed after Committee meetings for the Committee to report to the Board on the nature and content of discussion, on recommendations, and on actions to be taken. The secretary of the Committee will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of Committee meetings will be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, and to the Company Secretary unless it would be inappropriate to do so.
- 5.2 The chair of the Committee will report to the Board on its proceedings after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 5.3 The Committee will make whatever recommendations to the Board that it deems appropriate on an area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion, where necessary.
- 5.4 The Committee will produce a report to be included in the Company's annual report describing the work of the Committee, including:
- 5.4.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - 5.4.2 how 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 influenced or will influence Board composition;
 - 5.4.3 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
 - 5.4.4 the gender balance of those in the senior management team and their direct reports.
- 5.5 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.
- 5.6 The chair of the Committee should be present at the Company's AGM to respond to questions on matters within the responsibility of the Committee. In addition, the chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

6. **DUTIES OF THE COMMITTEE**

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

The Committee will:

- 6.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- 6.2 ensure plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in future;
- 6.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 6.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 6.5 be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 6.6 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 will:
 - 6.6.1 use open advertising or the services of external advisers to facilitate the search;
 - 6.6.2 consider candidates from a wide range of backgrounds; and
 - 6.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 6.7 prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. 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;
- 6.8 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;
- 6.9 review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning;
- 6.10 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- 6.11 work and liaise as necessary with all other Board committees, ensuring the interaction between committees and the Board is reviewed regularly.

The Committee will also make recommendations to the Board concerning:
- 6.12 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
- 6.13 suitable candidates for new directors and succession for existing directors;

- 6.14 membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairs of those committees;
- 6.15 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 the knowledge, skills and experience required;
- 6.16 the re-election by shareholders of directors under the annual re-election provisions of the Code, 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, taking into account the length of service of individual directors, the Chair and the Board as a whole;
- 6.17 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; and
- 6.18 the appointment of any director to executive or other office.

7. **OTHER MATTERS**

The Committee will:

- 7.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 7.2 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;
- 7.3 give due consideration to all relevant laws and regulations, the provisions of the Code and published guidance, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Reputation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 7.4 arrange for periodic reviews of its own performance and, at least annually, review its 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.

8. **AUTHORITY**

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.

These terms of reference were adopted by resolution of the Board passed on 13 October 2021.