

# TREATT PLC

## Nomination Committee Terms of Reference

### **1. Membership**

- 1.1 The Committee shall comprise at least three members each of whom shall be appointed by the Board for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.
- 1.2 The majority of members of the Committee shall be independent Non-executive Directors. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of the meeting, as and when appropriate and necessary.
- 1.3 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent Non-executive Director. 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.

### **2. Secretary**

The Company Secretary or, with the approval of the Committee Chairman their nominee, shall be the Secretary of the Committee.

### **3. Meetings**

- 3.1 The Committee shall meet at least once a year and otherwise as required.
- 3.2 A meeting of the Committee shall be called by the Secretary at the request of any member of the Committee.
- 3.3 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 not fewer than five working days prior to the date of the meeting.
- 3.4 The quorum for the Committee meetings shall be two of whom at least one must be an independent Non-executive Director.
- 3.5 The Secretary shall minute the proceedings and resolutions as well as keep appropriate records of those present and in attendance.
- 3.6 Draft minutes of the meetings shall be circulated to all members of the Committee and once approved to all members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.
- 3.7 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.
- 3.8 The Chairman of the Board should not chair the Committee when it is dealing with the appointment of a successor to the Chairman of the Board.

### **4. Duties**

The Committee shall:

- 4.1 review regularly 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 that are deemed necessary;
- 4.2 be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise as well as putting in place succession plans for Directors, in particular the Chairman and CEO, taking into

- account the challenges and opportunities facing the Company and the skills and expertise needed on the Board for the future;
- 4.3 for the appointment of a Chairman of the Board, the Committee should prepare a job description, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes in the Chairman's commitments should be reported to the Board as they arise;
  - 4.4 prior to the appointment of a Director, the proposed appointee should be required 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;
  - 4.5 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;
  - 4.6 review the results of the Board performance evaluation process that relate to the composition of the Board;
  - 4.7 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;
  - 4.8 recommend suitable candidates for the role of Senior Independent Non-executive;
  - 4.9 recommend membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the Chairman of those committees;
  - 4.10 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;
  - 4.11 the re-election by shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
  - 4.12 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
  - 4.13 the appointment of any Director to executive or other office.

## **5. Reporting Responsibilities**

- 5.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 5.3 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
- 5.4 The report referred to in 3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

## **6. Other Matters**

The Committee shall:

- 6.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 6.2 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;
- 6.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate;
- 6.4 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.

## **7. 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.