

BLANCCO TECHNOLOGY GROUP PLC

Nominations Committee Terms of Reference

1. Duties

The Nominations Committee shall carry out the following duties:

1.1 Board composition

1.1.1 Work closely with the Board and the Board Chair to regularly review the structure, size and composition (including the skills, knowledge, experience, personal qualities, capabilities and diversity) of the Board which are required for the next stage in the Company's development, linking the Company's strategy to future changes on the board and make recommendations to the Board with regard to any changes that the Nominations Committee considers necessary.

1.1.2 Make recommendations to the Board concerning:

- a) suitable candidates for the role of Senior Independent Director
- b) membership of the Audit and Remuneration Committees, in consultation with the Chairs of those committees
- c) 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, experience, personal qualities and capabilities required
- d) the continuation, or not, in service of an Executive Director as an Executive or Non-executive Director
- e) 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
- f) the appointment of any Director to executive or other office.

1.1.3 Where necessary, provide support to the board Chair (and/or where appropriate, the SID) in taking the steps to remove any underperforming Director.

1.2 Succession planning

1.2.1 Give full consideration to succession planning for the Board and review plans for the orderly succession of appointments to the senior leadership team, including possible internal candidates for Board roles, taking into account the challenges and opportunities facing the Company and the knowledge, skills, experience, personal qualities, capabilities and diversity needed on the Board and within the Company in the future.

1.2.2 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.

- 1.2.3 Make recommendations to the Board about plans for succession for both Executive and Non-executive Directors and in particular for the key roles of Board Chair and chief executive officer.

1.3 Appointments

- 1.3.1 Identify and nominate candidates, for the approval of the Board, to fill Board vacancies as and when they arise. In identifying suitable candidates, the Nominations Committee shall consider candidates on merit and against objective criteria, taking care that candidates have sufficient time to devote to the particular appointment and ensuring that the candidate does not have any unmanageable conflicting interests. 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 changes in their business interests in future that could result in a conflict of interest.
- 1.3.2 Before any appointment is made by the Board, consider the balance of skills, knowledge, experience, personal qualities, capabilities and diversity on the Board and, in the light of this, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nominations Committee shall:
 - a) use open advertising or the services of external advisers to facilitate the search where appropriate.
 - b) consider candidates from a wide range of backgrounds with due regard for the benefits of diversity on the board including gender.
- 1.3.3 Ensure that, on appointment, 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;

1.4 Other

- 1.4.1 Regularly review the time needed to fulfil the role of Chair, Senior Independent Director and Non-executive Director of the Company and undertake a regular effectiveness review to ensure that all of the members of the Board have devoted sufficient time to their duties.
- 1.4.2 Review the results of any board effectiveness review that relate to the composition of the Board.

2. Membership

- 2.1 The Committee will be appointed by the Board and will consist of not less than two independent non-executive directors.
- 2.2 A quorum will be two members. 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.
- 2.3 Membership of the Committee will be reviewed by the Board on a regular basis.
- 2.4 The Chair of the Committee will be appointed by the Board. In the absence of the Chair of the

Committee, the remaining members present shall elect one of themselves to chair the meeting. The Board Chair shall not chair the Committee when it is dealing with the matter of succession of the Board Chair.

2.5 The Company Secretary will be Secretary to the Committee.

3. Meetings

3.1 Meetings will be held at least once every year.

3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals (in particular, the Chief Executive Officer) and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

4. Minutes

The Secretary shall produce minutes of each meeting which will be circulated to members of the Committee and, once agreed, to all other directors, unless a conflict of interest arises.

5. Reporting Responsibilities

5.1 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, as appropriate. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

5.2 The Committee will review a report on its work during the year for inclusion in the annual report.

6. Authority

The Committee is authorised by the Board if the Committee considers it necessary to:

- a) obtain internal advice and outside legal or other independent professional advice (for detail please refer to the policy)
- b) secure the attendance of outsiders with relevant experience and expertise
- c) seek any information it requires from any employee of the Company in order to perform its duties
- d) incur reasonable fees and expenses, which will be paid by the Company.

7. Other

7.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.

- 7.2 The Committee shall 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 as required.
- 7.3 The Committee shall arrange for periodic reviews of its own performance and regularly review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

Approved by the Board: 26 June 2019