

T R I B A L

NOMINATION COMMITTEE – TERMS OF REFERENCE

TRIBAL GROUP PLC

Adopted by the Board on 28 November 2019

Last reviewed and amended by the Board on 28 November 2019



Terms of Reference

1. The Nomination Committee

The Nomination Committee:

- a) is a sub-committee of the Board and shall make recommendations to the Board which retains the right of final decision;
- b) has the primary responsibility of leading a formal, rigorous and transparent process for Board appointments and making recommendations to the Board in that regard; and
- c) will meet sufficiently frequently and for long enough to perform its duties effectively.

2. Membership

- 2.1 The Nomination Committee shall comprise at least two members.
- 2.2 A majority of the members of the Nomination Committee shall be independent non-executive directors.
- 2.3 The majority of members, apart from their directors' fees and shareholdings (if applicable), should be independent of management and free from any involvement which might significantly interfere with their ability to judge matters independently.
- 2.4 Only members of the Nomination Committee have the right to attend committee meetings. However, other individuals and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.5 Appointments to the Nomination Committee are made by the Board and shall be 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 Nomination Committee.
- 2.6 The Company Secretary (or his or her nominee) shall be the committee secretary. Proper minutes shall be kept of the Nomination Committee's proceedings which shall be circulated to all directors of the Company.

3. Quorum

- 3.1 The quorum for the transaction of business shall be two members, both of whom must be independent non-executive directors. A duly convened meeting of the Nomination 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 Nomination Committee.

4. Meetings

- 4.1 Nomination Committee meetings shall be held not less than once a year and otherwise as required.
- 4.2 The chairman of the Board or an independent non-executive director shall be appointed as chairman of the Nomination Committee, but the chairman of the Board shall not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship.
- 4.3 Nomination Committee meetings shall be called by the secretary of the committee at the request of the chairman of the Nomination Committee.
- 4.4 Unless otherwise agreed, 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 Nomination Committee and any other person required to attend, no later than five working

days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Authorisation

- 5.1 The Nomination Committee is authorised to obtain, at the Company's expense, outside independent professional advice relevant to its duties.

6. Annual general meeting

- 6.1 The chairman of the Nomination Committee should attend the annual general meeting of the Company to answer any shareholder questions on the activities of the Nomination Committee.

7. Duties

- 7.1 The Nomination Committee shall:
- a) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - b) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - c) conduct its search for suitable Board candidates, and make appointments, based on merit and against objective criteria with due regard for the benefits of diversity on the Board, including gender, and considering candidates from a wide range of backgrounds, taking care that appointees have enough time available to devote to the position;
 - d) before making an appointment, evaluate the balance of skills, experience, independence and knowledge 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 Nomination Committee shall use open advertising or the services of external advisers (or internal advisers if appropriate) to facilitate the search;
 - e) for the appointment of a chairman of the Board, the Nomination Committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise;
 - f) 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;
 - g) review annually the time required from non-executive directors to fulfil their duties. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties, in particular being mindful of the FRC's Guidance on Board Effectiveness, Board Composition and Succession Planning;
 - h) give full consideration to succession planning in the course of its work to ensure progressive refreshing of the Board, taking into account the challenges and opportunities facing the Company and what balance of skills and expertise are, therefore, needed on the Board in the future;
 - i) regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;

- j) review the results of the Board performance evaluation process that relate to the composition of the Board;
- k) keep under review the leadership needs of the Company, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- l) make a statement in the annual report about its activities, membership, number of meetings, attendance over the course of the year, the process used for 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. The report should also include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has for implementing the policy and progress on achieving the objectives;
- m) make available its terms of reference explaining clearly its role and the authority delegated to it by the Board;
- n) ensure that on their 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; and work and liaise as necessary with all other Board committees.
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7.2 The Nomination Committee shall make recommendations to the Board concerning:

- a) formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive;
- b) suitable candidates for the role of senior independent director;
- c) membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairman of those committees;
- d) 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;
- e) the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code and the retirement by rotation provisions in the Company's articles of association, 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 and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
- f) 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
- g) the appointment of any director to executive or other office other than to the positions of chairman and chief executive, the recommendation for which would be considered at a meeting of the Board.

7.3 The Nomination Committee shall also consider such other topics as are defined by the Board from time to time.

8. Reporting responsibilities

- 8.1 The Nomination Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other matters

9.1 The Nomination Committee shall:

- a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- d) 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.