

# ZOTEFOAMS plc

## NOMINATION COMMITTEE

### TERMS OF REFERENCE

The Board has established a Committee of the Board known as the Nomination Committee. The Terms of Reference of the Committee (ToR) are reviewed annually.

#### 1. Membership

1. The Committee shall comprise a Chair and at least two other members. The majority of the members shall be independent non-executive directors.
2. Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the Director still meets the criteria for membership of the Committee.
3. The Chair of the Committee shall be either the Group Chair or another non-executive director. In the absence of the Committee Chair, the remaining members present 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. Where the Committee considers the succession of the Group Chair, the Group Chair shall not chair the meeting.
4. The Company Secretary, or their nominee, shall 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 issues.

#### 2. Quorum

The quorum shall be at least two independent non-executive directors.

#### 3. Attendance at Meetings

The Committee also has the power to request the attendance, for all or part of any meeting, of any Director or member of management as may be determined appropriate by the Chair of the Committee.

#### 4. Frequency and Notice of Meetings

The Committee shall meet at such times as the Chair of the Committee shall require, which will normally be at least once per annum. A meeting of the Committee may be called by any member of the Committee. Notice of the meeting shall be given to all members of the Committee at least five days prior to the meeting unless shorter notice is unanimously agreed.

## **5. Minutes**

Draft minutes shall be circulated promptly to all members of the Committee and, once approved, shall be circulated to all other members of the Board, unless exceptionally, it would be inappropriate to do so.

## **6. Annual General Meeting**

The Committee Chair should attend the Annual General Meeting to answer any questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, where it is relevant and appropriate to do so.

## **7. Duties**

The Committee shall:

1. Review regularly the Board structure, size and composition (including the skills, knowledge, experience and diversity) and make recommendations to the Board with regard to any changes.
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 the future.
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.
4. Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
5. Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
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 and the time commitment expected. In identifying suitable candidates, the Committee shall:
  - use open advertising or the services of external advisers to facilitate the search
  - consider candidates from a wide range of backgrounds
  - consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board, the Board's Diversity Policy and taking care that appointees have enough time available to devote to the position
7. For the appointment of the Group Chair, the Committee should prepare a job specification, including the time commitment expected. A 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.

8. 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.
9. 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.
10. Manage the annual Board performance evaluation process, review its results in relation to the composition of the Board and succession planning. The Senior Independent Director is responsible for reviewing the performance of the Group Chair. The Group Chair is responsible for reviewing the performance of the Group CEO.
11. Review annually the time required from non-executive directors. The performance evaluation should be used to assess whether the non-executive directors are spending sufficient time to fulfil their duties.
12. Review, at least annually, conflict of interest authorisations granted to Board members.
13. Work and liaise as necessary with all other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly.

The Committee shall also make recommendations to the Board concerning:

1. Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
2. Suitable candidates for the role of Senior Independent Director.
3. Membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chair of those Committees.
4. 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.
5. The re-election by shareholders of directors at the Annual General Meeting, if considered applicable by the Committee, under annual re-election provisions of the UK Corporate Governance Code (the "Code"), or the retirement by rotation provisions in the Company's Articles of Association, 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 (particularly in relation to non-executive directors being re-elected for terms beyond six years of service).

6. Any matter 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.
7. The appointment of any director to executive or other office.

## **8. Reporting responsibilities**

1. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
2. The Committee shall make whatever recommendations to the Board it considers appropriate on any area within its remit where action or improvement may be required, and adequate time should be made available for Board discussion when necessary.
3. The Committee shall produce a report to be included in the Company's annual report describing the work of the Nomination Committee including
  - the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
  - 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 influenced or will influence Board composition;
  - 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
  - the gender balance of those in the senior management team and their direct reports.
4. 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.

## **9. Other matters**

The Committee shall:

1. Have access to sufficient resources in order to carry out its duties.
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.
3. Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

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.
5. The Committee shall have the power to employ the services of such advisers, at the Company's expense, as it considers necessary to fulfil its responsibilities.

August 2023