

ZENOVA GROUP PLC (the “Company”)

Company number: 13403221

Terms of reference for the Nomination Committee

1. CONSTITUTION

The Committee was constituted at a full meeting of the board of directors held on 24 May 2021 in accordance with the articles of association of the Company.

2. DUTIES AND TERMS OF REFERENCE

2.1 The Committee shall:

- 2.1.1 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;
- 2.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work including the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the board in the future;
- 2.1.3 be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
- 2.1.4 before 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 shall:
 - (a) use open advertising or the services of external advisers to facilitate the search;
 - (b) consider candidates from a wide range of backgrounds;
 - (c) 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;
- 2.1.5 for the appointment of a chairperson, the committee should prepare a job specification, including the time commitment expected. A proposed chairperson's other significant commitments should be disclosed to the board before appointment and any changes to the chairperson's commitments should be reported to the board as they arise;
- 2.1.6 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. 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 the prior authorisation of the board. The proposed appointee should also disclose any other significant time commitments any additional future commitments should not be undertaken without prior approval of the board.

- 2.1.7 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;
 - 2.1.8 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - 2.1.9 review the results of the board performance evaluation process that relate to the composition of the board;
 - 2.1.10 review annually the performance of the Audit and Remuneration Committees
 - 2.1.11 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
 - 2.1.12 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.
 - 2.1.13 work and liaise as necessary with other board committees.
- 2.2 The Committee shall also make recommendations to the board concerning:
- 2.2.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairperson and Chief Executive;
 - 2.2.2 suitable candidates as new directors and succession for existing directors;
 - 2.2.3 membership of the Audit and Remuneration Committees, and any other board committees as appropriate, in consultation with the Chairs of those committees;
 - 2.2.4 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 the knowledge, skills and experience required;
 - 2.2.5 the re-election by shareholders of any director under 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);
 - 2.2.6 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
 - 2.2.7 the appointment of any director to executive or other office.

- 2.3 The Committee shall also consider such other matters as may be requested by the board of directors.

3. MEMBERSHIP

- 3.1 The members of the Committee shall be appointed by the board of directors. The majority of the members of the Committee should be independent non-executive directors. The Committee shall have at least three members, which must include at least two independent non-executive members.
- 3.2 The board shall appoint the chairperson of the Committee who should be either the chairperson of the Company or an independent non-executive director. The chairperson of the Company shall not chair the Committee when it is dealing with the matter of succession to the chairpersonship. In the absence of the committee chairperson and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board.
- 3.3 A quorum shall be any two independent non-executive director members of the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that the majority of the Committee must remain independent and non-executive directors.
- 3.4 The Committee chair and members shall be listed each year in the Company's annual report.

4. VOTING ARRANGEMENTS

- 4.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 4.2 Each member of the Committee shall disclose to the Committee:
- 4.2.1 Any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
- 4.2.2 Any potential conflict of interest arising from a cross-directorship.
- 4.3 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 4.4 Save where he or she has a personal interest, the chairperson will have a casting vote.

5. ATTENDANCE AT MEETINGS

- 5.1 The Committee will meet at least once a year. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise required to perform its duties.
- 5.2 Only members of the Committee have the right to attend Committee meetings but other directors and persons (such as the Chief Executive or other senior manager) and external advisers may be invited to attend all or part of any meeting as and when appropriate.

- 5.3 The Company Secretary or his or her nominee shall be 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.
- 5.4 Meetings of the Committee may be conducted when the members are physically present or in the form of either a video or audio conference.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the chairperson or any of the committee members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend and all other non-executive directors no later than three working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and other attendees (as appropriate) at the same time.
- 6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7. AUTHORITY

The Committee is authorised by the board of directors to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, outside professional advice on any matter within its terms of reference. 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. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8. REPORTING

- 8.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the board of directors as a formal record of the decisions of the Committee on behalf of the board of directors unless, exceptionally, it would be inappropriate to do so.
- 8.2 The chairperson of the Committee shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities, including the content and nature of its discussion, recommendations and actions to be taken.
- 8.3 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion where necessary.
- 8.4 The Committee shall produce a report to be included in the Company's annual report about its activities, including:

- 8.4.1 the process used to make appointments and its approach to succession planning and how both support the development of a diverse pipeline;
- 8.4.2 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;
- 8.4.3 an explanation if an external search agency or open advertising has not been used;
- 8.4.4 a statement of the board's policy on diversity and inclusion, any measurable objectives that it has set for implementing the policy and progress on achieving objectives;
- 8.4.5 the gender balance of those in senior management and their direct reports; and
- 8.4.6 any measurable objectives that it has set for implementing the policy and progress on achieving objectives.

9. GENERAL MATTERS

- 9.1 The chairperson of the Committee should make himself or herself available at each annual general meeting of the Company to answer questions concerning the Committee's work.
- 9.2 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, 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 of directors for approval.
- 9.3 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.
- 9.4 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 9.5 The Committee shall give due consideration to all laws and regulations, including, the requirements of the FCA's Listing Rules and the Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.
- 9.6 The Committee shall make available these terms of reference to shareholders and include the information on the Company's website.

Adopted on the board meeting of the Company on 24 May 2021.