

Terms of Reference for the Nomination Committee (the "Committee")

Of

Empresaria Group plc (the "Company")

1. Membership

- 1.1 The Committee shall comprise at least two directors. A majority of the members of the Committee shall be independent non-executive directors.¹
- 1.2 Appointments to the Committee are made by the Board on the recommendation of the Committee 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 Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.²
- 1.4 The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, 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. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chair of the Board.³
- 1.5 The Committee Chair shall review membership of the Committee annually as part of the annual performance evaluation of the Committee.

2. Secretary

- 2.1 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.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors.

4. Frequency of meetings

- 4.1 The Committee shall meet at least once a year⁴ and otherwise as required.⁵

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the company secretary at the request of the Committee Chair or any of its members.
- 5.2 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 Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers should be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of meetings

¹ Code Provision 17, UK Corporate Governance Code, published July 2018 (the "Code")

² FRC Guidance on Board Effectiveness 2018, para 64

³ Code Provision 17

⁴ Some small Companies may not need more than one scheduled meeting of the nomination committee each year.

⁵ The frequency and timing of meetings will differ according to the needs of the Company; meetings should be organised so that attendance is maximised (for example by timetabling them to coincide with Board meetings).

- 6.1 The company secretary or his / her nominee shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2 Draft minutes of the Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be made available to all other members of the Board and the company secretary unless, exceptionally, in the opinion of the Committee Chair it would be inappropriate to do so.⁶

7. **Engagement with shareholders**

- 7.1 The Committee Chair should attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities.⁷
- 7.2 The Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.⁸

8. **Duties**

- 8.1 The Committee should carry out the duties below for the parent company, the major subsidiary undertakings and the Group as a whole, in each case as it considers applicable and appropriate.
- 8.2 The Committee shall:
- (a) 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.
 - (b) 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 for the future.⁹
 - (c) 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.
 - (d) Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
 - (e) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
 - (f) 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 consider:
 - (i) using open advertising or the services of external advisers to facilitate the search;
 - (ii) candidates from a wide range of backgrounds; and
 - (iii) candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.¹⁰
 - (g) Prior to the appointment of a director, other significant commitments should be disclosed and any additional future commitments should not be undertaken without prior notification to the Board.¹¹ The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior

⁶ Guidance on Board Effectiveness 2018, para 65

⁷ Guidance on Board Effectiveness 2018, para 38

⁸ Code Provision 3

⁹ Code Provision 17

¹⁰ The Code Principle H and Provision 15. See also FRC Guidance on Board Effectiveness 2018, para 92 to 95 and The Chartered Governance Institute guidance on liability of non-executive directors; care, skill and diligence; joining the right board: due diligence for prospective directors; and sample non-executive director's appointment letter.

¹¹ Code Provision 15

to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.¹²

- (h) 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.¹³
- (i) Review the results of any Board performance evaluation process that relate to the composition of the Board and succession planning.¹⁴
- (j) 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.
- (k) Work and liaise as necessary with all other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.¹⁵

8.3 The Committee shall also make recommendations to the Board concerning:

- (a) Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.¹⁶
- (b) Suitable candidates as new directors and succession for existing directors.
- (c) Membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairs of those committees.
- (d) The re-appointment of non-executive directors 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 directors under the annual re-election provisions of the Code¹⁷ 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 skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair of the Board and the Board as a whole.¹⁸
- (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.
- (g) The appointment of any director to executive or other office.

9. Reporting responsibilities

9.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.¹⁹

9.3 The Committee shall produce a report to be included in the Company's Annual Report describing the work of the Committee, including:

- (a) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- (b) how 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 the Board composition;

¹² Companies Act 2006, s175 and in accordance with the Company's articles of association

¹³ FRC Guidance on Board Effectiveness 2018, para 96

¹⁴ FRC Guidance on Board Effectiveness 2018, para 109

¹⁵ FRC Guidance on Board Effectiveness 2018, para 65

¹⁶ FRC Guidance on Board Effectiveness 2018, para 97

¹⁷ Code Provision 18

¹⁸ Code Principle K and Provisions 10, 18 and 19. See also FRC Guidance on Board Effectiveness 2018, paras 102 to 105

¹⁹ FRC Guidance on Board Effectiveness 2018, para 62

- (c) 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
 - (d) the gender balance of those in the senior management team and their direct reports.²⁰
- 9.4 If an external search consultancy has been engaged, it should be identified in the Company's Annual Report alongside a statement about any other connection it has with the Company or individual directors.²¹
10. **Other matters**
- 10.1 The Committee shall:
- (a) Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.²²
 - (b) 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.²³
 - (c) 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.
 - (d) Ensure that a periodic reviews of the Committee's own performance is carried out.
 - (e) At least annually, review the Committee's 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.²⁴
11. **Authority**
- 11.1 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.²⁵

²⁰ Code Provision 23. Footnote 4 of the Code defines 'senior management' for these purposes as the executive committee of the first layer of management below Board level, including the company secretary.

²¹ Code Provision 20

²² Code Provision 16 and FRC Guidance on Board Effectiveness 2018, paras 79 to 85

²³ FRC Guidance on Board Effectiveness 2018, para 81

²⁴ FRC Guidance on Board Effectiveness 2018, para 63

²⁵ FRC Guidance on Board Effectiveness 2018, para 83