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**Peel Hunt Limited (the "Company")**

**NOMINATION COMMITTEE  
TERMS OF REFERENCE**

*Approved and adopted by the Board of the Company at a Board Meeting held on 28  
September 2021*

## 1. CONSTITUTION

1.1 The board of directors of the Company (the "Board") has established a committee of the Board known as the Nomination Committee (the "Committee"). The meetings and proceedings of the Committee are governed by these Terms of Reference.

## 2. MEMBERSHIP AND ATTENDANCE

2.1 The Committee shall comprise at least three members. All members of the Committee shall be non-executive.

2.2 Members of the Nomination Committee shall be appointed by the Board on the recommendation of the Committee in consultation with the chair of the Committee (the "Committee Chair"). Appointments shall be for a period of up to three years or more provided Members are deemed to be independent.

2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Chief Executive, the Head of Human Resources and Facilities, other executive directors and external advisers, may be invited to attend for all or part of any meeting, as and when appropriate.

2.4 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 at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

2.5 The chair of the Board shall not chair the Committee when it is considering matters relating to the chair of the Board such as succession or performance.

## 3. SECRETARY

The Company secretary, or his or her nominee, shall act as the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## 4. QUORUM

4.1 The quorum necessary for the transaction of business shall be two members.

4.2 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.

4.3 The Committee may hold meetings in person, by telephone or using any other method of electronic communication whereby the participants are able to communicate effectively with each other, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair.

## 5. FREQUENCY OF MEETINGS

5.1 The Committee shall meet at least twice a year and otherwise as required.

5.2 Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Company's governance.

## 6. NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of the Committee Chair or any of its members.

6.2 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 shall be sent to Committee members and to other attendees as appropriate, at the same time.

6.3 Shorter notice and/or late submission or circulation of supporting papers will be permitted at the discretion of the Committee Chair.

6.4 Notices and supporting papers will be circulated electronically unless otherwise requested.

## 7. MINUTES OF MEETINGS

7.1 The Company secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all members of the Committee and other members of the Board and the Company secretary unless, exceptionally, it would be inappropriate to do.

## 8. ENGAGEMENT WITH SHAREHOLDERS

8.1 The Committee Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities.

## 9. DUTIES

The Committee should have oversight of the Group as a whole and, unless required otherwise by law or regulation, carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The Committee shall:

### 9.1 Board composition, diversity and succession planning

(a) Periodically review the structure, size and composition (including the skills, knowledge, independence, experience, length of service and diversity) of the Board to support the ongoing strategy of the Company and make recommendations to the Board with regard to any changes.

(b) Ensure plans are in place for orderly succession to the Board and other senior executive positions in the course of its work 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.

(c) Keep under review the leadership needs of the Company, 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) Oversee the Company's policy on diversity as it applies to the Board and its committees and the Group's policy on talent development, in each case including their implementation and progress towards achieving their objectives.

## 9.2 Board appointments

(a) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

(b) 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, as they deem appropriate:

(i) use open advertising or the services of external advisers to facilitate the search;

(ii) consider candidates from a wide range of backgrounds; and

(iii) consider candidates on merit and against objective criteria and with due regard to the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position.

(c) For the appointment of a Board Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Board Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Board Chair's commitments should be reported to the Board as they arise.

(d) Prior to the appointment of a director, a proposed candidate should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Chair prior to appointment. Any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Chair and the Board (where relevant).

(e) 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.

### 9.3 Board evaluation

- (a) Review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.
- (b) 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.
- (c) Conduct an annual evaluation process of the Board, its committees and individual directors.
- (d) Arrange an external effectiveness review every three years, to be carried out either by an independent external company, or conducted as part of an internal audit review programme.
- (e) Arrange and oversee training for the Board as appropriate to its needs and development.

### 9.4 Recommendations to the Board

The Committee shall also 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 the Board Chair and Chief Executive;
- (b) membership of the audit, risk, remuneration and environmental, social and governance (ESG) committees, and any other Board committees as appropriate, in consultation with the chairs of those committees;
- (c) the annual re-election by shareholders of directors under the annual general meeting retirement provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in light of the skills, knowledge and experience required and the need for progressive refreshing of the Board;
- (d) 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;
- (e) the appointment of any director to executive or other office; and
- (f) the appointment or removal of the Company secretary.

## 10. REPORTING RESPONSIBILITIES

10.1 The Committee Chair shall report formally to the Board after each meeting on all matters within the Committee's duties and responsibilities.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Committee shall approve the format and content of any report to be included in the Company's annual report and/or on its website about its activities.

## 11. OTHER MATTERS

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat 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 relevant laws and regulations including the Companies (Guernsey) Law 2008, the provisions of the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"), the London Stock Exchange AIM Rules for Companies, the Disclosure Guidance and Transparency Rules, the UK Market Abuse Regulation and any other applicable rules and guidance as appropriate;
- (d) oversee any investigation of activities which are within its terms of reference;
- (e) work and liaise as necessary with all other Board committees; and
- (f) arrange for periodic evaluation 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.

## 12. AUTHORITY

The Committee is authorised to:

- (a) seek any information it requires from any employee of the Company or Group and from any sub-contractor, consultant or other provider of services in order to perform its duties;
- (b) obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- (c) call any employee to be questioned at a meeting of the Committee as and when required;
- (d) delegate any matter or matters to another committee or person(s) as it deems appropriate; and
- (e) perform any other functions as requested by the Board.