

**TERMS OF REFERENCE FOR A NOMINATION COMMITTEE**  
**("COMMITTEE")**  
**OF THE BOARD OF DIRECTORS OF ASSETCO PLC**  
**("COMPANY")**

**1. CONSTITUTION AND AUTHORITY**

- 1.1 **Appointment.** The Committee has been established by the Board of Directors of the Company ("**Board**").
- 1.2 **Authority.** The Committee is authorised to investigate and undertake any activity within these terms of reference. It is authorised to seek any information it properly requires in order to perform its duties from any employee of the Company or any subsidiary undertaking of the Company ("**Group**"). All such employees are directed to co-operate with any such request made by the Committee.
- 1.3 **External Advice.** If the Committee considers it necessary so to do, it is authorised to obtain appropriate external professional advice including, without limitation, legal advice and the advice of independent consultants to assist it in the performance of its duties, to secure the services of outsiders with relevant experience and expertise and to invite such persons to attend at meetings of the Committee. The Committee shall have full authority to commission any reports or surveys which it deems it necessary to help it fulfil its obligations. The cost of obtaining such advice or services shall be borne by the Company.
- 1.4 **Conflicts.** Each member of the Committee shall disclose to the Committee any personal, financial or other interest in any matter to be decided by the Committee and any other potential conflict of interest arising from a cross-directorship or otherwise and shall abstain from participating in any discussions regarding such resolutions or voting on such resolutions of the Committee. If required by the Board, any such member shall resign from the Committee.

**2. COMPOSITION AND MEETINGS**

- 2.1 **Membership.** The Committee shall be appointed by the Board in consultation with the Committee Chair and shall consist only of non-executive directors and shall comprise at least two members.
- 2.2 **Meetings.** The Committee shall meet not less than once a year and at such other times as the Chair of the Committee shall require. Any member of the Committee or the secretary may at any time convene a meeting of the Committee. The quorum for any meeting of the Committee shall be two. Meetings may be held by telephone.

- 2.3 **Attendees.** Subject to 2.4 below, the Committee may ask the Chair of the Board, Chief Executive, Finance Director and any other relevant director or senior member of staff to attend meetings either regularly or by invitation, but such persons have no right of attendance
- 2.4 **Own Position.** No member of the Board shall participate at a meeting of the Committee (or during the relevant part) at which his or her own position is being discussed or participate in any recommendation or decision concerning his or her own position.
- 2.5 **Term of Appointment.** Appointments should be for a period of up to three years, extendable by no more than two additional three-year periods, so long as members, where possible, continue to be independent.
- 2.6 **Rotation.** Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Where possible, the Chair of the Committee and members of the Committee should be rotated on a regular basis.
- 2.7 **Chair.** The Chair of the Committee shall be appointed by the Board and shall not be the Chair of the Board. In the case of an equality of votes, the Chair of the Committee shall have a second or casting vote. The Company secretary or his or her nominee shall be the secretary of the Committee. In the absence of the Chair or any appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

### 3. DUTIES

#### 3.1 The Committee shall:

- 3.1.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 3.1.2 before making an appointment, evaluate the balance of skills, knowledge and experience 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; and (c) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 3.1.3 review annually the time required from a non-executive director. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil his or her duties;
- 3.1.4 give full consideration to succession planning for directors and other senior executives taking into account the challenges and opportunities facing the company and what skills and expertise are needed on the Board in the future;
- 3.1.5 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 change;
- 3.1.6 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;
- 3.1.7 make a statement in the annual report about its activities, the process used for appointments and explain if external advice or open advertising has not been used and the membership of

- the Committee, number of Committee meetings and attendance over the course of the year;
- 3.1.8 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; and
  - 3.1.9 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- 3.2 The Committee shall make recommendations to the Board concerning:
- 3.2.1 plans for succession for both executive and non-executive directors and in particular for the key roles of chairman of the Board and chief executive of the Company;
  - 3.2.2 the re-appointment of any non-executive director at the conclusion of their specified term of office;
  - 3.2.3 the re-election by shareholders of any director under the retirement by rotation provisions in the Company's articles of association;
  - 3.2.4 any matters relating to the continuation in office of any director at any time;
  - 3.2.5 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; and
  - 3.2.6 membership of the audit and remuneration committees, in consultation with the Chairs of those committees.

#### **4. ANNUAL GENERAL MEETING**

The Chair of the Committee is expected to attend each annual general meeting of the Company and be available to answer shareholder's questions.

#### **5. NOTICE OF MEETINGS**

The secretary of the Committee shall circulate a notice of any meeting of the Committee confirming the venue, time and date of the meeting and enclosing the agenda of business to be covered at the meeting not less than five working days before each meeting of the Committee, to all members of the Committee. However shorter notice may be permitted by the Chair where it is appropriate to allow this.

#### **6. MINUTES OF MEETINGS**

- 6.1 The secretary of the Committee shall minute the proceedings and resolutions of all the Committee meetings, including the names of those present and in attendance.
- 6.2 The secretary of the Committee shall circulate the minutes of Committee meetings to all members of the Committee and to the Chairman of the Board and make them available on request to other members of the Board.

**7. PERFORMANCE REVIEW**

The Committee shall, at least once a year, review its own performance, 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.

These updated Terms of Reference were adopted at the meeting of the Board held on [ ] November 2022

Chair