

<b>Title:</b>	Terms of Reference – Nomination Committee
<b>Company Name:</b>	Hansard Global plc
<b>ERM Group Risk Category:</b>	Strategic Risk (Governance & Conduct)
<b>Terms of Reference Applicable To:</b>	HG plc Nomination Committee
<b>Date Last Reviewed by the Board: (include name of Board)</b>	HG plc December 2022
<b>Date of Next Review:</b>	December 2023
<b>Document Sponsor:</b>	HG plc Nomination Committee
<b>Document Owner:</b>	HG plc Board
<b>If applicable, title of the Regulation or Legislation that requires the Board to have this ToR in Place.</b>	<ul style="list-style-type: none"> <li>• The UK Corporate Governance Code 2018</li> <li>• The Isle of Man Corporate Governance Code of Practice for Commercial Insurers 2018</li> <li>• The Central Bank of Ireland Corporate Governance Requirements for Insurance Undertakings 2015</li> </ul>
<b>Review Frequency:</b>	Annual, or more frequently if required
<b>Current Status:</b>	Approved

## **1. PURPOSE AND AUTHORITY**

- 1.1 These Terms of Reference identify and formalise the roles, tasks and responsibilities of the Nomination Committee of Hansard Global plc and the authority delegated to the Committee by the Board of Directors to oversee appointments to and the succession planning of the Group and Subsidiary Company Boards.

## **2. MEMBERSHIP**

- 2.1 The Committee is appointed by the Board and consists of a minimum of three members. A majority of the members of the Committee are Independent Non-Executive Directors. The Chair of the Board also serves on the Committee.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, the Head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary, but in the event of a vote, such persons will not be entitled to vote.
- 2.3 Appointments to the Committee will be for a period of up to three years, which may be extended for further periods of up to three years, provided that the individual continues to meet the criteria for membership of the Committee.
- 2.4 The Board appoints the Chair of the Committee, (who will be either the Chair of the Board or an Independent Non-Executive Director (the Committee Chair). The Chair of the Board will not act as Committee Chair when it is dealing with the matter of succession to the Chair of the Board. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 2.5 If a regular member is unable to act due to absence, illness or any other cause, the member or, failing him, the Committee Chair may appoint another Director to serve as an alternate member having due regard to maintaining the required balance of Executive and Independent Non-Executive Members.

## **3. SECRETARY**

- 3.1. The Company Secretary, or his or her nominee, will act as the secretary of the Committee (the Secretary).

#### **4. QUORUM AND VOTING**

4.1 The quorum necessary for the transaction of business is two members each of whom will be an Independent Non-Executive Director. A duly convened meeting of the Committee at which quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.2 In the event of an equality of votes, the Committee Chair will have a casting vote.

#### **5. FREQUENCY OF MEETINGS**

5.1. The Committee will meet not less than twice a year and at such other times as the Board or the Committee Chair require.

#### **6. NOTICE OF MEETINGS**

6.1 Meetings of the Committee will be convened by the Secretary at the request of the Committee Chair or by any other Committee member.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be forwarded to each member of the Committee and any other person required to attend not less than five working days prior to the date of the meeting. Supporting papers will be sent to members of the Committee, and to other attendees as appropriate, at the same time, if practicable. Copies of the agendas, papers and minutes may be circulated or made available to the other Non-Executive Directors and to attendees as appropriate and as agreed.

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. MINUTES OF MEETINGS**

7.1 The Secretary will prepare minutes of the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

7.2 Draft minutes of Committee meetings will be agreed with the Committee Chair and then circulated promptly to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chair and/or a conflict of interest exists. All other members of the Board may

request copies of minutes of Committee meetings from the Committee Chair or the Group Company Secretary.

- 7.3 Final signed copies of the minutes of the meetings of the Committee will be maintained for the Company's records.

## **8. ANNUAL GENERAL MEETING**

- 8.1 The Committee Chair will attend the Annual General Meetings of the Company and will be prepared to respond to any questions from shareholders concerning the Committee's activities

## **9. DUTIES**

The Committee will:

- 9.1 Regularly review the structure, size and composition (including a review of the scope to further promote diversity of skills, social and ethnic background, nationality, experience, cognitive and personal strengths, knowledge, outlook, approach and gender) of the Board (with particular regard to the balance of Executive and Non-Executive Directors, including Independent Non-Executives) and make recommendations to the Board with regard to any changes
- 9.2 Review succession planning processes for Directors and Executive Management positions<sup>1</sup>, taking into account the challenges and opportunities facing the Company the skills and expertise needed on the Board in the future and the opportunities available to the Company to further promote diversity and inclusion at Executive and Senior Management level
- 9.3 Be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise
- 9.4 As part of the process for nominating candidates for appointment, obtain details of and review any interests the candidate may have which conflict or may conflict with the interests of the Company. The Committee will consider whether, despite any such conflict or potential conflict, there are nevertheless grounds for recommending the candidate for appointment and for the Board to authorise the relevant conflict. The Committee will, as part of any proposal to the Board for appointment of the relevant candidate, explain these grounds and make recommendations as to the terms and conditions on which any authorisation of the conflict will be given by the Board. The Committee will ensure that the proposed appointee be required to report any future interests that could result in a conflict of interest and will keep these under review

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<sup>1</sup> (Defined for this purpose as the first layer of Management below Board level, including the Company Secretary.)

- 9.5 Before recommending an appointment, evaluate the current and recommended future balance and diversity of skills, social and ethnic background, nationality, experience, cognitive and personal strengths, knowledge, outlook, approach and gender 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 will: -
- Use open advertising or the services of external advisers to facilitate the search if deemed necessary
  - Consider candidates from a wide range of backgrounds
  - Consider candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board and appointees having enough time available to devote to the position
  - For the appointment of a Chair, prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments must be disclosed to the Board before appointment and any changes to the Chair's commitments reported to the Board as they arise
- 9.6 Keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace.
- 9.7 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- 9.8 Review annually the time required from Non-Executive Directors. Performance evaluation will be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties.
- 9.9 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.
- 9.10 Review the results of the Board performance evaluation process that relate to the composition of the Board.
- 9.11 Make available its Terms of Reference explaining clearly its role and the authority delegated to it by the Board.
- 9.12 Work and liaise as necessary with all other Board Committees.
- 9.13 The Committee will also make recommendations to the Board concerning: -
- (a) Formulating plans for succession for both Executive and Non-Executive Directors (giving consideration to the length of service of the Board as a whole and membership regularly refreshed) and in particular for the key roles of Chair and CEO. In considering the role of Chair, the Committee will have regard, insofar as practicable, to ensuring that the Chair

does not remain in post beyond nine years from the date of their first appointment to the Board

- (b) Suitable candidates for the role of Senior Independent Director
- (c) Membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chairmen of those Committees
- (d) 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 and their independence
- (e) The re-election by Shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code or 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 their independence, bearing in mind the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years). 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
- (f) The appointment of any Director to Executive or other office

The Committee will carry out the duties in 9.1 and 9.2 above for the Company, subsidiary entities and the Group as a whole, as appropriate.

## **10. REPORTING RESPONSIBILITIES**

10.1 The Committee Chair will report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Committee will 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 will produce a report to be included in the Company's Annual Report about its activities and the process used to make appointments and will explain if an external consultancy or open advertising has not been used, and if not then why they were not so used. Where an external search consultancy has been used, this will be identified and a statement made as to whether it has any connection with the Company.

10.4 The report referred to in 10.3 above will also include a description of the Board's policy on diversity and inclusion, how this policy complements and services to deliver the Company's strategy, any

measurable objectives that it has set for implementing the policy and progress on achieving those objectives. The report will include reference to the gender balance of those in senior management (as defined in footnote 1 above) and their direct reports.

10.5 The report will also include a statement on how the annual Board evaluation has been conducted. When an externally facilitated Board evaluation takes place (at least every three years), further information will be disclosed on how the Board engaged with the evaluator and how its outcomes and actions have, or will, influence succession planning and Board composition. If an external evaluator is used, they will be identified in the Annual Report alongside a statement made about any other connection it has with the Company or individual Directors.

## **11. OTHER MATTERS**

11.1 The Committee will:

- (a) Have access to sufficient resources in order to carry out its duties, including access to the Group Company Secretary 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 ongoing basis for all members and for the Board as a whole.
- (c) Give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate.
- (d) 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.

## **12. AUTHORITY**

12.1 The Committee is authorised by the Board: -

- (a) To seek any information it requires from any employee of the Company in order to perform its duties.
- (b) To obtain, at the Company's expense, any outside legal or other professional advice on any matters within its terms of reference.
- (c) To sub-delegate any or all of its powers and authority and may establish sub-Committees which are to report back to the Committee.

## **13. PUBLICATION OF TERMS OF REFERENCE**

13.1 These Terms of Reference will be made available on the Company's website.