

# **Physitrack PLC**

**Company Number: 08106661**

## **Nomination Committee (the “Committee”)**

### **Terms of Reference**

#### **1. Composition of the Committee**

The Committee shall be comprised of three or more independent Directors. The Chairman of the Board shall be the Committee Chairman.

#### **2. Meetings**

The Committee will meet at least once each year. A quorum shall be any two members of the Committee. The minutes of each meeting of the Committee shall be circulated to all members of the Committee and other Directors of the Company. Any Director, upon request to the Secretary, may obtain copies of the Committee's agenda and minutes provided that there is no conflict of interests.

Any action of the Committee may also be taken in writing, including via email or other electronic means, including via the use of electronic signatures by all members of the Committee and any such action shall be as effective as if it had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

The Chairman will not chair the meeting when it is dealing with the appointment of their successor.

#### **3. Attendance**

The Committee may invite other Board members to attend meetings and may request representatives of the Auditor, the Secretary and the Administrator or any other relevant person to attend meetings, but such invitees shall have no right of attendance.

#### **4. Resources**

The Company Secretary of the Company shall act as Secretary to the Committee and should 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. Authority**

The Committee is authorised to:

- seek any information it reasonably requires from a representative of any third-party service provider in order for the Committee to perform its duties;
- request a representative of a third-party service provider to attend any meeting of the Committee;
- obtain at the Company's expense outside legal or other professional advice on any matters within its terms of reference; and
- have timely and unrestricted access to relevant documents relating to the affairs of the Company.

## **6. Shareholder engagement**

The Chairman of the Committee, or his or her nominated delegate, shall attend the Annual General meeting and be prepared to respond to any shareholder questions on the Committee's activities.

The Chairman should seek engagement with shareholders on significant matters related to their area of responsibility.

## **7. Main roles and responsibilities**

The main roles and responsibilities of the Committee are:

- reviewing the structure, size and composition of the Board;
- ensuring plans are in place for orderly succession to the Board and ensuring that such plans promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
- review and monitor talent, development and succession planning at Board level and at management level where appropriate;
- reviewing length of service of each director and assessing if this impacts on their independence;
- considering the use of open advertising and/or an external search consultancy for each appointment;
- considering job specifications and whether the candidates have the necessary skills and time available to devote to the Company;
- ensuring that any newly appointed directors are provided with letters of appointment detailing their duties;
- arranging for any new directors to be provided with training and induction;
- making recommendations to the Board regarding the Company's policy on the tenure of the Chairman of the Company;
- making recommendations to the Board regarding the Company's policy on diversity and inclusion;
- performing a Board evaluation on at least an annual basis, including, if appropriate, consider engagement of an external evaluator to facilitate the evaluation.

The Committee shall report to the Board on how it has discharged its responsibilities.

## **8. Reporting**

The Committee shall ensure that the Terms of Reference for the Committee are generally available upon request or on the Company's website.

The Annual Report should describe the work of the Committee including:

- the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
- how the 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 or will influence Board composition; and
- the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives.