



Premier  
Invest

Premier Investment Partners Limited

Corporate Governance  
And Nomination Committee  
Terms of Reference (TOR)



## 1. Constitution

- 1.1 The corporate governance and nomination committee (the Committee) was constituted at a full meeting of the board of directors (the Board) of Premier Investment Partners Limited (the Company) held on 25 May 2025.
- 1.2 The Committee is a committee of the Board from which it derives its authority and to which it regularly reports.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the Company Secretary.

## 2. Role

The role of the Committee is to ensure that (i) the Company's governance and nominating processes are fit for purpose; and (ii) the Company has appropriate governance structures and board composition to support its future direction.

## 3. Membership

- 3.1 The Committee shall comprise at least three (3) directors. The composition of the Committee shall be structured so as to achieve an appropriate balance of recent and relevant experience, taking account of the full range of the Committee's activities.
- 3.2 Appointments to the Committee shall be for a period of up to three (3) years, which may be extended for further periods of up to three (3) years, provided each member still meets the criteria for membership of the Committee.
- 3.3 The Board shall appoint the Committee chair. In the absence of the Committee chair, the remaining members present at a Committee meeting shall elect one of the other independent non-executive directors present to chair the meeting.
- 3.4 Only Committee members have the right to attend and vote in Committee meetings. However, the senior executive officer (SEO) (if not already a Committee member), the finance officer and external advisers may be invited to attend meetings of the Committee. Other non-members may be invited to attend all or part of any meetings as and when appropriate and necessary, with the Committee chair's agreement. The Committee chair shall have the discretion to decide who, other than the Committee members, shall attend and address the Committee meetings. Non-executive directors who are not members of the Committee may be invited by the Committee chair to attend as observers.
- 3.5 The secretary of the Committee shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 3.6 A list of members and invitees is listed at Schedule 1 to these Terms of Reference and may be updated as required and directed by the Board.

## 4. Secretary

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

## 5. Quorum

- 5.1 The quorum necessary for the transaction of business at a Committee meetings shall be two (2) members present in person or by audio or video conference. If there is difficulty in achieving a quorum, non-executive directors, who are not members of the Committee, may be co-opted as members for individual meetings.
- 5.2 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.

## 6. Frequency of meetings

The Committee shall meet formally at least three (3) times a year at appropriate times in the Company's reporting and audit cycle and otherwise as required.

## 7. Notice of meetings

- 7.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, 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 (5) working days before the date of the meeting. The agenda shall be circulated together with relevant supporting papers to committee members and to other attendees as appropriate, at the same time.
- 7.3 Ordinarily, the Committee will only send notices, agendas and supporting papers in electronic form or make them available via a portal software platform.

## 8. Minutes of meetings

- 8.1 The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2 Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, the minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee chair.
- 8.3 Final signed copies of the minutes of the meetings should be maintained for the Company's records.

## 9. Duties

The duties of the Committee are set out below.

### 9.1 Governance Duties

- a. Develop and recommend appropriate policies and procedures to ensure that the company has the appropriate governance structures in place and recommend revisions as required, to assist it in fulfilling its oversight responsibilities at all levels.
- b. Review annually the adequacy and effectiveness of governance documents including; policies, procedures, committee terms of reference, making recommendations for change, as appropriate, to the Board.
- c. Advise and make recommendations in relation to the decision making authority of the Board, its Committees and the SEO.
- d. Advise and make recommendations as appropriate to ensure that the Company is compliant with legislation, regulation, public policy, relevant codes, statutory obligations, in particular in relation to the Abu Dhabi Global Market, the Financial Services Regulatory Authority, and other requirements from applicable external bodies.
- e. Ensure that an external review of the Company's governance structures is conducted every 36 months by organisations / individuals qualified to do so, and that the report from the external reviewer(s) will be sent to the Committee and Board.
- f. Ensure that a performance evaluation of the Board, its committees, Chair and the SEO is carried out every twelve (12) months with an external review every three (3) years.
- g. Review annually the time required from Board members. The Board performance evaluation should be used to assess whether Board members are spending enough time to fulfil their duties or have the time to do so.
- h. Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any governance consultants who may advise the committee within an agreed budget set by the Board.
- i. Work and liaise as necessary with all other Board committees as appropriate.
- j. Ensure that proper orientation and induction, support and continuing professional education is provided to the Board and its committee members in liaison with the Company Secretary.
- k. Maintain a watching brief for the latest governance developments, best practices, and other opportunities relevant to the Company.
- l. Support the Chair of the Board in the performance of his/her governance duties.

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. give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board to support its future direction;
- 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 Company to compete effectively in the market in which it operates;
- 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 by the Board, candidates to fill Board and Committee 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. In identifying suitable candidates the Committee shall consider:
  - i. using advertising or the services of external advisers to facilitate the search;
  - ii. candidates from a wide range of backgrounds;
  - iii. candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender but not limited to gender, taking care that appointees have enough time available to devote to the position;
- g. for the appointment of a chairperson, the Committee should prepare a job specification, including the time commitment expected. A proposed chairperson's other significant commitments should be disclosed to the Board before appointment and any changes to the chairperson's commitments should be reported to the Board as they arise;
- h. prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest;
- i. ensure that on appointment to the Board, 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;
- j. work and liaise as necessary with all other Board committees;
- k. when required, the Committee shall also make recommendations to the Board concerning
  - i. suitable candidates for the role of independent non-executive director;
  - ii. membership of Board committees as appropriate, in consultation with the chair of those committees;
  - iii. the re-appointment of any 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 knowledge, skills and experience required;
- l. the re-election by shareholders of directors under the re-election provisions of the relevant regulations or legislation (including the relevant ADGM regulations) or the retirement by rotation provisions in the Company's constitution, 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 the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
- m. any matters relating to the continuation in office of any director at any time including the suspension or termination of the service of a director subject to the provisions of the law and their service contract or letter of appointment; and
- n. the appointment of any director to any other office.

## 10. Reporting responsibilities

- 10.1 The Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The minutes of all Committee meetings shall, unless in the opinion of the Committee chair it would be inappropriate to do so, be included in the Board papers for a subsequent Board meeting.
- 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 produce a report of its activities to be included in the Company's annual report, which shall include:
  - a. details of the membership of the Committee, number of meetings held and attendance over the course of the year;
  - b. a summary of the role and work of the Committee;
  - c. the significant issues that the Committee considered in relation to the financial affairs of the Company.

## 11. Other matters

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 11.2 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;
- 11.3 give due consideration to laws and regulations and any other applicable rules, as appropriate;
- 11.4 oversee any investigation of activities which are within its Terms of Reference;
- 11.5 be responsible for co-ordination of the internal and external auditors; and
- 11.6 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

The Committee is authorised:

- 12.1 to seek any information it requires from any employee of the Company in order to perform its duties;
- 12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference;
- 12.3 to request the attendance of any employee at a meeting of the Committee as and when required; and
- 12.4 to have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.

## 13. Voting

- 13.1 Each Committee member shall have one (1) vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 13.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.
- 13.3 Except where he or she has a personal interest, the Committee chair shall have a casting vote.
- 13.4 The Committee chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

**Adopted at the Board meeting of the Company on 23 May 2025.**

Schedule 1: The Board Members and Invitees

Committee Members	Invitees (as required)
Director	Finance Officer
Director	Senior Executive Officer
Director	