

## **FireAngel Safety Technology Group plc**

**(the "Company")**

### **NOMINATION COMMITTEE TERMS OF REFERENCE**

#### **1. AUTHORITY**

- 1.1 The Nomination Committee is authorised to investigate and undertake any activity within its terms of reference. It is authorised to seek any information it requires from any employee or director and the Board shall direct all employees and directors to co-operate with any request made by the Committee.

#### **2. OBJECTIVES**

- 2.1 The purpose for which the Nomination Committee is established is to determine and review the process for the appointment and re-election of both executive and non-executive directors to the board of directors of the Company (the "Board") as well as to make recommendations to the Board as to any such appointments. The Committee was constituted at a full meeting of the Board held on 1 June 2018 in accordance with the constitutional documents of the Company.
- 2.2 If the Committee considers it necessary so to do, it is authorised to obtain appropriate external legal and other professional advice to assist it in the performance of its duties, to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend meetings of the Committee. The cost of obtaining any advice or services will be paid by the Company within limits authorised by the Board. The chairman of the Board will be informed before external advice is sought and consulted about the Committee's proposals relating to the appointment and re-election of directors.

#### **3. MEMBERSHIP**

- 3.1 The Nomination Committee shall consist of at least two non-executive directors of the Company and a maximum of one executive director of the Company. All appointments to the Nomination Committee shall be made by the Board. The Chairman of the Nomination Committee shall be an independent non-executive director appointed by the Board.
- 3.2 The quorum for any decisions shall be any three members.
- 3.3 Appointments to this Committee shall be for a period of up to three years, which may be extended for further three-year periods, provided the director remains independent.

#### **4. REMIT AND AUTHORITY**

- 4.1 The Nomination Committee is a sub-committee of the Board of Directors and as such exercises such powers of the Board as have been delegated to it, is answerable to the Board and will report to it on a regular basis.
- 4.2 The Committee shall:
- 4.2.1 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;
  - 4.2.2 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 what skills and expertise are therefore needed on the Board in the future;
  - 4.2.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- 4.2.4 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:
- (a) at the Company's expense, 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 and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 4.2.5 for the appointment of a chairman of the Company, the Committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise;
- 4.2.6 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that conflict or may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 4.2.7 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;
- 4.2.8 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 4.2.9 review the results of the Board performance evaluation process that relate to the composition of the Board;
- 4.2.10 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;
- 4.2.11 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;
- 4.2.12 work and liaise as necessary with other Board committees; and
- 4.2.13 consider such other matters as may be requested by the Board.

4.3 The Committee shall also make recommendations to the Board concerning:

- 4.3.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and Chief Executive of the Company;
- 4.3.2 suitable candidates for the role of senior independent director;
- 4.3.3 membership of any other Board committees as appropriate, in consultation with the Chairmen of those committees;
- 4.3.4 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;
- 4.3.5 the re-election by shareholders of any director under 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 the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);

4.3.6 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; and

4.3.7 the appointment of any director to executive or other office.

4.4 The Nomination Committee shall report to the Board of Directors on all matters listed as being within its remit as set out in these terms of reference

## 5. **PROCEDURE**

5.1 Notwithstanding the quorum requirements, all members of the Nomination Committee should endeavour to attend all meetings of the Nomination Committee.

5.2 Meetings of the Nomination Committee shall be held as and when appropriate, normally immediately before or after regular meetings of the full Board, at least twice a year but formal meetings may also be held by telephone.

5.3 At least 21 days' notice of any meeting of the Nomination Committee (confirming venue, time and date together with an agenda) shall be given, although such notice period may be waived or shortened with the consent of all the members of the Nomination Committee for the time being.

5.4 The Company Secretary or their nominee shall act as the secretary of the Nomination Committee. The secretary may be requested to minute the proceedings and resolutions of all meetings of the Nomination Committee. The minutes of the meetings of the Nomination Committee shall be made available to all members of the Board.

5.5 No member of the Board shall participate in a meeting of the Company (or during the relevant part) at which any matter relating to his appointment or re-election is being discussed or participate in any recommendation or decision concerning the same.

5.6 The Nomination Committee Chairman shall be available at the Annual General Meeting of the Company to answer questions generally matters relating to the appointment and re-election of directors. He should also ensure that the Company maintains good contact with shareholders about appointment and re-election of directors in the same way as for other matters.

5.7 The Nomination 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.

5.8 All decisions of the Nomination Committee shall take effect only upon approval thereof by resolution of the Board at a meeting which is properly convened and constituted and in accordance with the Company's Articles of Association, provided that the Board shall only have the power to approve without modification or reject the decisions of the Nomination Committee, but that no Director shall be entitled to vote or be counted in the quorum in respect of any resolution relating to his own appointment or re-election.

**Adopted by resolution of the Board on 1 June 2018**