

FRP ADVISORY GROUP PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1 MEMBERSHIP

- 1.1 The board of directors of the Company (the "**Board**") has resolved to establish a committee of the Board to be known as the Nomination Committee.
- 1.2 Where possible, membership of the Nomination Committee shall consist of at least three members, at least two of whom shall be independent non-executive directors.
- 1.3 Only members of the Nomination Committee have the right to attend committee meetings. However, other individuals such as the chief executive, the heads of departments and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.4 Appointments to the Nomination Committee are made by the Board and shall be for a period of up to three years, which may be extended by no more than two additional periods of up to three years, provided the director still meets the criteria for membership of the Nomination Committee.
- 1.5 The Board shall appoint the Nomination Committee chair who should be either the chair of the Board or an independent non-executive director. In the absence of the Nomination Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The chair of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the chair.

2 SECRETARY

The Company secretary or his or her nominee shall act as the secretary of the Nomination Committee and will ensure that the Nomination Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3 QUORUM

The quorum necessary for the transaction of business shall be two members both of whom must be independent non-executive directors.

4 MEETINGS

- 4.1 The Nomination Committee shall meet at least twice a year and otherwise as required.
- 4.2 Meetings may be held by video conference, telephone or by any other manner permitted by the Company's constitution.

4.3 If a matter being considered by the Nomination Committee is one where a member of the Nomination Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.

4.4 Any action of the Nomination Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Nomination Committee (including in counterparts) and any such action shall be as effective as if it had been decided at a meeting of the Nomination Committee called for such purpose.

5 **NOTICE OF MEETINGS**

5.1 Meetings of the Nomination Committee shall be called by the secretary of the Nomination Committee at the request of any of its members or at the request of the Nomination Committee chair.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

6 **MINUTES OF MEETINGS**

6.1 The secretary shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance and the existence of any conflicts of interest.

6.2 Draft minutes of Nomination Committee meetings shall be circulated promptly to all members of the Nomination Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Nomination Committee chair it would be inappropriate to do so.

7 **ANNUAL GENERAL MEETING**

The Nomination Committee chair should attend the Company's annual general meeting to answer any shareholder questions on the Nomination Committee's activities.

8 **DUTIES**

8.1 The Nomination 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 in the future;
- (c) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- (d) 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;
- (e) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (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 Nomination Committee shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) 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.
- (g) for the appointment of chair, prepare a job specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the Board before appointment and any changes to the chair'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 and be required to report any future business interests that could result in a conflict of interest;
- (i) 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;
- (j) review the results of the Board performance evaluation process that relate to the composition of the Board;
- (k) 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; and
- (l) consider such other matters as may be requested by the Board and work and liaise as necessary with all other Board committees.

8.2 The Nomination Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chair and chief executive;
- (b) suitable candidates for the role of senior independent director;

- (c) membership of the Audit and Risk Committee and Remuneration Committee, and any other Board committees as appropriate, in consultation with the chair of those committees;
- (d) the reappointment 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 knowledge, skills and experience required;
- (e) the annual re-election by shareholders of directors 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 nine years);
- (f) 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
- (g) the appointment of any director to executive or other office.

9 **REPORTING RESPONSIBILITIES**

- 9.1 The Nomination Committee chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Nomination Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has been used for the appointment of the chair and non-executive directors. Where an external search consultancy has been used, it shall be identified in the annual report along with a statement about any other connection it has with the Company.
- 9.4 The report referred to paragraph 9.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives.

10 **OTHER MATTERS**

The Nomination Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the 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;
- (c) give due consideration to laws and regulations, the provisions of the QCA Code, the requirements of the AIM Rules for Companies published by the London Stock Exchange plc and any other applicable rules, as appropriate; and

- (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.

11 **AUTHORITY**

- 11.1 A duly convened meeting of the Nomination 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 Nomination Committee.
- 11.2 The Nomination Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, legal or professional advice on any matter within its terms of reference.

The Nomination Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Approved by the Board July 2020