

Nomination & Remuneration Committee

Terms of Reference

Adopted by the Board on 8 May 2024

Last reviewed on 8 May 2024

1. Membership

- 1.1 The Nomination & Remuneration Committee ("the Committee") shall comprise at least two members, each of whom shall be either an independent non-executive director or the Chair of the Board (provided they were considered independent on appointment as Chair).
- 1.2 Appointments to the Committee are made by the Board and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the Chair of the board, if they are a member of the Committee) continue to be independent.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Head of Human Resources (if any) and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 The Board shall appoint the Committee Chair who shall be an independent non-executive director who should ideally have previously served on a remuneration committee for at least 12 months.
- 1.5 In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board. The Chair of the Board shall not be Chair of the Committee.
- 1.6 In the case that only two members of the Committee are present at a meeting of it, the Committee Chair shall not have a casting vote.

2. Secretary

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two.

4. Frequency of meetings

- 4.1 The Committee shall meet at least once a year and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee or any of its members; meetings may also be called by any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue (including by electronic means), time and date 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 days before the date of the meeting.
- 5.3 Members will be deemed to have consented to short notice if they attend a meeting and have not otherwise raised an objection to the short notice.
- 5.4 Wherever practicable, supporting papers shall be sent to 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 Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, exceptionally, it would be inappropriate to do so.

7. Engagement with shareholders

- 7.1 The Committee Chair should wherever practicable attend the Annual General Meeting of the Company to answer any shareholder questions on the Committee's activities.
- 7.2 The Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. Duties

- 8.1 The Committee shall carry out any of the duties below for the parent company and such subsidiary undertakings as either it or the Chief Executive Officer may from time to time require, **and make recommendations to the Board** at such times as either it or the Chief Executive Officer deem appropriate.

In respect of Nomination activities:

- 8.2 The Committee shall:
 - 8.2.1 review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and each of its committees;
 - 8.2.2 give full consideration to, and formulating succession plans for directors and senior executives, having regard for the challenges and opportunities facing the company, and the skills, knowledge, expertise and diversity needed on the Board in the future;
 - 8.2.3 Review the leadership needs of the organisation, both executive and non-executive;

- 8.2.4 Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 8.2.5 Be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, having due regard for the skills, knowledge, experience and diversity needs of the Board and the candidate's other business interests;
- 8.2.6 Review the results of any board effectiveness review (or similar) that relate to the composition of the Board;
- 8.2.7 Identify suitable candidates (if any) to perform the role of senior independent director.

In respect of Remuneration activities:

- 8.3 The Committee shall:
 - 8.3.1 review the remuneration of the workforce, the policies related it and the alignment of incentives and rewards with culture;
 - 8.3.2 produce and develop the overarching remuneration policy and practices of the Company, including specific reference to, the Chair, Chief Executive, executive directors, Company Secretary, Chief Financial Officer, and such other members of executive management as the Board may specify from time to time or which the Committee deems appropriate, taking into account:
 - the remuneration of the wider workforce and the policies related to it,
 - the alignment of incentives and rewards with culture,
 - the strategic rationale and the links between remuneration, strategy and long-term success of the Company, including the promotion of long-term shareholding by executive directors that support alignment with long-term shareholder interests;
 - clarity, simplicity, risk mitigation, predictability, and proportionality;

and ensuring that the policy is designed to attract, retain and motivate executive management of the quality required to run the company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders;
 - 8.3.3 review the on-going suitability and relevance of the agreed remuneration policy, ensuring that it takes into account the views of shareholders, encourages and rewards the right behaviours, values, and culture;
 - 8.3.4 be responsible for identifying any risks the remuneration policy creates and ensure that any risk created is within the risk appetite of the Board and that it is not inconsistent with the Company's strategy;
 - 8.3.5 be responsible for identifying the design of, and determination of targets for, any performance related compensation schemes, having due regard for the agreed remuneration policy;
 - 8.3.6 review the on-going suitability and relevance of the design of all share incentive plans, having

- due regard for the agreed remuneration policy;
- 8.3.7 ensure that contractual terms on termination, and any payments made, are fair to both the individual and the Company;
- 8.3.8 within the terms of the agreed remuneration policy and in consultation with the Chair of the Board and/or Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior executives, including bonuses, incentive payments, share options and any other share awards;
- 8.3.9 during the twelve months immediately prior to the expiry of a share option, or at such other time as the Committee may deem appropriate, consider whether the term should be extended or exercise price adjusted, and if so, make an appropriate recommendation to the Board to that effect, provided that such adjustment shall not be to the detriment of the applicable optionholder;
- 8.3.10 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 8.3.11 be exclusively responsible for setting the selection criteria, selecting, appointing, and setting the terms of reference for any external remuneration consultants who advise the Committee;
- 8.3.12 obtain reliable, up-to-date information about remuneration in other companies.
- 8.3.13 ensure that no individual is involved in decisions as to their own remuneration outcome;
- 8.3.14 recommend the individual remuneration package of each executive director, the Chair of the Board, the Company Secretary, Chief Financial Officer and other such members of executive management as the Board may specify from time to time or which the Committee determines appropriate, including bonuses, incentive payments and share options or other share awards.

9. Reporting responsibilities

- 9.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken; this report may be satisfied by making available the minutes of the meetings of the Committee.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.
- 9.3 The work of the Committee shall be reported in the Company's Annual Report & Accounts.
- 9.4 The Committee shall ensure that provisions regarding disclosure of information as set out in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and the Code are fulfilled, and that a report on the directors' remuneration policy and practices is included in the Company's Annual Report & Accounts and put to shareholders for approval at the AGM as necessary.
- 9.5 If the Committee has appointed remuneration consultants, the consultant should be identified in the Company's Annual Report & Accounts alongside a statement about any other

connection it has with the Company or individual directors.

10. Other matters

10.1 The Committee shall:

- 10.1.1 have be granted access to sufficient resources in order to carry out its duties, including access to the Company secretary for advice and assistance as required;
- 10.1.2 have access to appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.1.3 give due consideration to all relevant laws and regulations, the provisions of the Code and published guidelines or recommendations regarding the remuneration of company directors and the formation and operation of share incentive plans, the requirements of the AIM Rules for Companies or the FCA's Listing Rules as may be applicable, the Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and any other applicable rules, as appropriate;
- 10.1.4 ensure that a periodic evaluation of the Committee's own performance is carried out;
- 10.1.5 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;
- 10.1.6 ensure that the identity of any remuneration consultants engaged during the year, is disclosed in the Company's Annual Report & Accounts.

11. Authority

11.1 The Committee is authorised by the board to:

- 11.1.1 obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, including the appointment of remuneration consultants;
- 11.1.2 commission or purchase such reports, surveys or information which it deems necessary at the expense of the Company, however the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.

Schedule 1 – Composition of the Nomination & Remuneration Committee

Director	Role	Date appointed to the Committee	Date resigned from the Committee
John Wardle	Committee Member	14 October 2024	n/a
Geoffrey Eyre	Committee Chair	8 July 2022	n/a

Schedule 2 – Extract of Articles of Association

The following Articles have been extracted from the Articles of Association of the Company as adopted on 23 September 2019, for convenience only.

73. The Directors shall be paid out of the funds of the Company by way of remuneration for their services such sums as the Company by ordinary resolution determine. The remuneration shall be divided among them in such proportions and manner as the Directors determine and, in default of a determination within a reasonable period, equally, except that any Director holding office for less than a Year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the Year or other period during which he has held office. The remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or committees of the Directors or General Meetings or Annual General Meetings or in connection with the business of the Company.

74. Subject to the provisions of these Articles and without prejudice to the powers of the Directors under these Articles to appoint any person to be a Director, the Company may by ordinary resolution elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but the total number of Directors must not at any time exceed any maximum number fixed by or in accordance with these Articles.

75. Any Director who at the request of the Board performs special services may (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board determines.

76. No shareholding qualification for Directors is required.

78. The office of a Director shall be vacated in any of the following events:

78.1. if (not being an executive Director whose contract precludes resignation) he resigns his office by notice In Writing left at the Office;

78.2. if he becomes bankrupt or has a receiving order made against him or compounds with his creditors;

78.3. if he becomes of unsound mind or a patient for any purpose of any Statute relating to mental health and the Directors (by a majority) resolve that his office should be vacated;

78.4. if he is absent from meetings of the Directors for six Months without leave, and his alternate Director (if any) does not during that period attend in his stead, and the Directors resolve (by a majority) that his office should be vacated;

78.5. if he is removed or becomes prohibited from being a Director under any provision of the Statutes; or

78.6. if he is requested In Writing by all the other Directors to resign his office. If the office of a Director is vacated for any reason he shall cease to be a member of any committee or sub-committee of the Board.

79.1. Provided he has declared his interest in accordance with Article 79.7, a Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board determines, and may be paid such extra remuneration for it (whether by way of salary, commission, participation in profits or otherwise) as the Board determines. The extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

79.2. Provided he has declared his interest in accordance with Article 79.7, a Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

79.3. Provided he has declared his interest in accordance with Article 79.7, a Director may be or become a director or other officer of, or otherwise interested in, a company promoted by the Company or in which the Company is interested, and shall not be liable to account to the Company or the members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in that company. The Board may cause the voting power conferred by the shares in another company held or owned by the Company to be exercised in such manner as it thinks fit, including the exercise in favour of a resolution appointing any of the Directors to be directors or officers of that company, or voting or providing for the payment of remuneration to the directors or officers of that company.