

**TERMS OF REFERENCE  
NOMINATION COMMITTEE  
(the “Committee”)**

## **1. CONSTITUTION AND AUTHORITY OF THE COMMITTEE**

- 1.1. The Committee is constituted as a committee of the Board of Directors of the Company (the “**Board**”).
- 1.2. In these terms of reference, “**Company**” means Oxford Metrics plc and “**Group**” means the Company, its subsidiaries and its other group business units.
- 1.3. The Committee’s roles and responsibilities are set out below. The duties of the members of the Committee are in addition to their duties as members of the Board, as applicable. The Committee will assist the Board in discharging its oversight responsibilities relating to the matters set out in these terms of reference.
- 1.4. These terms of reference are subject to the Company’s Articles of Association (the “**Articles**”) and the Quoted Companies Alliance Corporate Governance Code (2023) (the “**Code**”).
- 1.5. The Committee is authorised by the Board to examine any activity within these terms of reference and is authorised to obtain, subject to budgetary constraints imposed by the Board, and at the Company's expense, professional advice on any matter within these terms of reference. 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.
- 1.6. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.
- 1.7. The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members, including, without limitation, the establishment of sub-committees of the Committee which are required to report back to the Committee.

## **2. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- 2.1. The Committee shall:
  - 2.1.1. 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;
  - 2.1.2. give full consideration to succession planning for directors and other members of senior management 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;
  - 2.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
  - 2.1.4. before any appointments are 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. use open advertising or the services of external advisers to facilitate the search;
    - b. consider candidates from a wide range of backgrounds;
    - 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;
    - d. for the appointment of a chair of the Board (the “**Board Chair**”), the Committee should prepare a job specification, including the time commitment expected. A proposed Board Chair’s other significant commitments should be disclosed to the Board before appointment and any changes to the Board Chair’s commitments should be reported to the Board as they arise;
    - e. 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;

- f. keep under review the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace;
  - g. keep up to date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates;
  - h. review the results of any Board performance evaluation process that relate to the composition of the Board;
  - i. 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;
  - j. 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; and
  - k. work and liaise as necessary with other Board committees; and
- 2.1.5. consider such other matters as may be requested by the Board.
- 2.2. The Committee shall also make recommendations to the Board concerning:
- 2.2.1. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Board Chair and Chief Executive Officer;
  - 2.2.2. suitable candidates for the role of Senior Independent Director;
  - 2.2.3. membership of the Audit and Risk Committee and Remuneration, and any other Board committees as appropriate, in consultation with the chairs of those committees;
  - 2.2.4. 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;
  - 2.2.5. the re-election by shareholders of any director under the annual re-election provisions of the Code or the "retirement by rotation" provisions in the Articles, 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);
  - 2.2.6. 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
  - 2.2.7. the appointment of any director to executive or other office.

### 3. COMPOSITION OF THE COMMITTEE

- 3.1. The Board shall appoint members of the Committee. As at the date of the adoption of these terms of reference, it is recorded that the members of the Committee are Gary Bullard, Naomi Climer, Ian Wilcock and Margaret Amos.
- 3.2. Each member of the Committee shall be an independent non-executive director as determined by the Board (in accordance with the principles set out in the Code). If any member of the Committee is deemed not to be independent, then the Board shall provide an explanation as to why they consider it appropriate for such director to be a member of the Committee.
- 3.3. Save where the business of the Committee relates to the removal, appointment or succession of the Board Chair, the Board Chair shall be the Committee Chair (the “**Chair**”). In the absence of the Chair and/or an appointed deputy, or to the extent the Chair is precluded from chairing a meeting of the Committee, the remaining members present at a Committee meeting shall elect one of their number present to chair a meeting (or the relevant sections thereof) of the Committee.
- 3.4. Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three-year periods, so long as members continue to be independent and satisfy any requirements for membership of the Committee.

- 3.5. The Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.
- 3.6. The Company Secretary, or their nominee, shall act as the secretary of the Committee and provide all necessary support to the Committee, including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

## 4. MEETINGS OF THE COMMITTEE

- 4.1. The Committee shall meet at least twice a year.
- 4.2. Only Committee members have the right to attend and vote at Committee meetings. However, the Executive Directors shall be invited to attend and address meetings of the Committee on a regular basis and other non-members (including but not limited to other directors, members of Group executive management and external advisers) may be invited to attend and address all or part of any meetings as and when appropriate and necessary with the agreement of the Chair.
- 4.3. The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 4.4. Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conference.
- 4.5. Notice of Meetings
  - 4.5.1. Meetings of the Committee shall be called by Company Secretary at the request of any of the Committee's members.
  - 4.5.2. Unless the Committee otherwise agrees, 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 Committee and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Chair.
  - 4.5.3. The Committee may send notices, agenda and supporting papers in electronic form where the recipient has agreed to receive documents in such a way.
- 4.6. Quorum
  - 4.6.1. The quorum necessary for the transaction of business at a Committee meeting shall be two members, present in person or by audio or video conference.
  - 4.6.2. A duly convened Committee meeting 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.
- 4.7. Voting arrangements
  - 4.7.1. Subject to paragraphs 4.7.2 and 4.7.3, each Committee member shall have one 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).
  - 4.7.2. 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.
  - 4.7.3. Except where they have a personal interest, the Chair shall have a casting vote.
  - 4.7.4. The Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.
- 4.8. Minutes of meetings
  - 4.8.1. The Company Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
  - 4.8.2. Draft minutes of Committee meetings shall be agreed with the Chair and then be circulated promptly to all Committee members, unless in the Chair's opinion it would be inappropriate to do so. Once approved, minutes shall be circulated to the Board unless in Chair's opinion it would be inappropriate to do so.

- 4.8.3. A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

## **5. ANNUAL GENERAL MEETING**

All Committee members shall attend the annual general meeting and the Chair (or other appropriate member) shall be available to respond to any shareholder questions on the Committee's activities.

## **6. REPORTING RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall:

- 6.1. 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 not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. The report should include a statement of the The statement should demonstrate how the Board contains the necessary mix of experience, skills, and capabilities (including with reference to diversity characteristics) to adequately inform and oversee the execution of the Company's strategy for the benefit of the shareholders over the medium to long-term; and
- 6.2. make available to shareholders these terms of reference by placing them on the Company's website.

## **7. GENERAL MATTERS**

The Committee shall:

- 7.1. consider other duties allocated to it by the Board from time to time;
- 7.2. have access to significant resources to carry out its duties, including access to the Company Secretary for assistance, as required;
- 7.3. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members, with any individual training needs being discussed and agreed with the Company Secretary;
- 7.4. give due consideration to all applicable laws and regulations and any published guidelines or recommendations relevant to its work;
- 7.5. work and liaise as necessary with all other Board committees, taking particular account of any delegation of the impact of risk management and internal controls to different committees and to ensure that the interaction with the committees and between the Committee and the Board is reviewed regularly; and
- 7.6. arrange for periodic reviews of its own performance and, at least annually, review these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Adopted on 25 November 2025.