



FACILITIES BY ADF PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

ADOPTED BY RESOLUTION OF THE BOARD ON 25 JUNE 2025

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# FACILITIES BY ADF PLC

## Nomination Committee

### Terms of Reference

#### 1. CONSTITUTION

The Committee was constituted at a full meeting of the board of directors of Facilities by ADF Plc (“**Company**”) (“**Board**”) held on 20 December 2021 in accordance with the articles of association of the Company.

#### 2. DUTIES AND TERMS OF REFERENCE

##### 2.1 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 what skills and expertise are therefore needed on the Board and at senior management level 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) before an 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:
  - (i) consider using open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board (which may include gender, ethnicity, age, socio-economic background, educational attainment and nationality), taking care that appointees have enough time available to devote to the position;
- (e) prepare a job specification for the appointment of a new chairperson including the time commitment expected;
- (f) keep under review any authorisations granted by the Board in connection with directors’ conflicts of interest;
- (g) keep under review the leadership needs of the organisation, both executive and non-executive, taking into account the Company’s strategic aims and development and potential expansion of the markets in which it operates with a view to ensuring the

continued ability of the organisation to compete effectively in the marketplace;

- (h) review the results of the 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) agree with the Board the Company's policy on diversity and inclusion;
- (k) 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;
- (l) work and liaise as necessary with other Board committees; and
- (m) support the chair (or senior independent director where appropriate) in taking steps to remove any underperforming executive director or non-executive director.

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

- (a) formulating plans for succession for both executive and non-executive directors and senior management and in particular for the key roles of Chairperson, Chief Executive Officer and Chief Financial Officer;
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the Audit and Remuneration Committees, and any other board committees as appropriate, in consultation with the chairs of those committees;
- (d) the re-appointment of any non-executive director at the conclusion of their specified term of office (if any) 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;
- (e) the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's articles of association or otherwise in accordance with the Company's corporate governance policy, 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);
- (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.

2.3 The Committee shall consider such other matters as may be requested by the Board.

### **3. MEMBERSHIP**

3.1 The members of the Committee shall be appointed by the Board. The majority of the members

of the Committee should be independent non-executive directors. The Board shall appoint the chairperson of the Committee who should be either the Chairperson of the Company (provided he or she is independent) or an independent non-executive director. The Chairperson of the Company shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

3.2 The Committee shall have at least two members.

3.3 A quorum shall be any two independent non-executive director members of the Committee present in person or by audio or video conference.

3.4 The members of the Committee can be varied at any time by resolution of the Board or by a majority resolution of the existing members of the Committee save that the majority of the Committee must remain independent non-executive directors.

#### **4. VOTING ARRANGEMENTS**

4.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

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

#### **5. ATTENDANCE AT MEETINGS**

5.1 The Committee will meet at least once a year. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested.

5.2 Only members of the Committee have the right to attend Committee meetings, but other directors and persons (such as the head of human resources) and external advisers may be invited to attend all or part of any meeting as and when appropriate.

5.3 The Company Secretary or his or her nominee shall be the secretary of the Committee.

5.4 Meetings of the Committee may be conducted when the members are physically present together or in the form of video or audio conference.

#### **6. NOTICE OF MEETINGS**

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any member of the Committee.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and other attendees (as appropriate) at the same time.

#### **7. AUTHORITY**

7.1 The 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, professional advice on any matter within its 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. 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.

## **8. REPORTING**

- 8.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary. Draft minutes of each meeting will be circulated promptly to the Chair and following receipt of the Chair's comments, to all members of the Committee. Once approved, the minutes of each meeting will be circulated to the Board unless the Committee chair determines that it would be inappropriate to do so.
- 8.2 The chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.4 The Committee shall report on its activities in the Company's annual report, either as a standalone report or within the Company's corporate governance disclosures.
- 8.5 The annual reporting shall detail the process used to make appointments, where applicable, 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.
- 8.6 The annual reporting should include a statement of the Board's policy on diversity, any measurable objectives that it has set for implementing the policy and progress on achieving objectives.

## **9. GENERAL MATTERS**

- 9.1 The chairperson of the Committee should make himself available at each annual general meeting of the Company to answer questions concerning the Committee's work.
- 9.2 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, 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.
- 9.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 9.4 The Committee shall give due consideration to all laws and regulations as appropriate and the principles and recommendations of the QCA Corporate Governance Code.

**Approved by the resolution of the Board of Facilities by ADF PLC on 25 June 2025**