

TRIFAST PLC

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

CONSTITUTION

The Nomination Committee (**Committee**) was constituted as a Committee of the Board of Directors (Board) of Trifast Plc (the “**Company**”) at a full meeting of the Board held on 15 November 2022 in accordance with the articles of association of the Company.

The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.

The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

1. MEMBERSHIP

- 1.1. The Committee shall comprise at least three Directors. A majority of the members of the Committee shall be independent non-executive Directors.
- 1.2. Appointments to the Committee are made by the Board on the recommendation of the nomination Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Global HR & Sustainability Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.4. The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. 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 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 Committee when it is dealing with the matter of succession of the Chair of the Board.

2. SECRETARY

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 issues.

3. QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be two members, both of whom must be independent non-executive Directors. In the event of difficulty in relation to achievement of a quorum, non-executive Directors who are not members of the Committee may be co-opted as members for individual meetings.

4. FREQUENCY OF MEETINGS

The Committee shall meet at least twice 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 Committee Chair or any member of the Committee.
- 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 Committee and any other person required to attend.

6. MINUTES OF MEETINGS

- 6.1. The Company Secretary (or their nominee) shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2. 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.

7. ENGAGEMENT WITH SHAREHOLDERS

The Committee Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. DUTIES AND TERMS OF REFERENCE

The Committee shall carry out the following duties for the Company, its major subsidiary undertakings, and the Group as a whole, as appropriate.

The Committee shall

- 8.1. review the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary.
- 8.2. ensure plans are in place for orderly succession to Board and senior management positions, and oversee succession plans, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed in the future.
- 8.3. keep under review the leadership needs of the organisation.
- 8.4. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- 8.5. be responsible for identifying and nominating for the Board's approval, candidates to fill Board vacancies as and when they arise by evaluating the balance of skills, experience, independence, knowledge, and diversity on the Board, and, in light of this evaluation, prepare a description of the role

and capabilities required for a particular appointment and the time commitment expected.

- 8.6. prior to the appointment of a director, including the Chair, other significant time commitments, including other external Directorships, should be disclosed, and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.
- 8.7. instruct the Company Secretary to ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly, and at all times take care to minimise the risk that might be seen to give rise to an unacceptable influence.
- 8.8. keep under review potential conflicts of interests of Directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary.
- 8.9. 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.
- 8.10. work and liaise as necessary with other Board Committees, ensuring the interaction between the Committees and with the Board is reviewed regularly including assisting the Chair of the Board with the annual evaluation of the Board, its Committees, the Chair, individual Directors, and external auditor.
- 8.11. review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.

The Committee shall also make recommendations to the Board concerning

- 8.12. any changes needed to the succession planning process if its annual evaluation assessment indicates the desired outcomes have not been achieved.
- 8.13. suitable candidates as new Directors and succession for existing Directors.
- 8.14. membership and Chairship of the Audit & Risk, and Remuneration Committees, and any other Board Committees, in consultation with the Chair of those Committees, as appropriate.
- 8.15. 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.
- 8.16. the re-election by shareholders of Directors under the annual re-election provisions of the Code (Provision 18) or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual Directors, the Chair and the Board as whole.
- 8.17. 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.

- 8.18. the appointment of any director to executive or other office other than to the positions of Chair and chief executive, the recommendation for which is to be considered at a meeting of the full Board.

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. The minutes of all Committee meetings shall be included in the Board papers for a subsequent Board meeting.
- 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 made available for Board discussion when necessary.
- 9.3 The Committee shall produce a report to be included in the Company's annual report describing the work of the nomination Committee, including
- 9.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline.
 - 9.3.2 how Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has influenced or will influence Board composition.
 - 9.3.3 the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives.
 - 9.3.4 the gender balance of those in the senior management team and their direct reports.
- 9.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual Directors.

10 OTHER MATTERS

The Committee shall

- 10.1 have access to sufficient resources to carry out its duties, including access to the Company secretariat for assistance as required.
- 10.2 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 to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a director.
- 10.3 give due consideration to all relevant laws and regulations, in particular, the Directors' duties contained in the Companies Act 2006, the provisions of the UK Corporate Governance Code and

associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate.

- 10.4 ensure that a periodic evaluation of the Committee's own performance is carried out.
- 10.5 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. The Committee shall make available its terms of reference on the Company's website.

11 AUTHORITY

The Board authorises the Committee to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, as it considers necessary.

Adopted at the Board meeting of the Company on 4 July 2023.