

**IntegraFin Holdings plc**  
**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**  
**(Adopted on 17 December 2024)**

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## **IntegraFin Holdings plc**

### **NOMINATION COMMITTEE**

#### **TERMS OF REFERENCE**

##### **1 Remit**

- 1.1 The Nomination Committee ("the Committee") is established as a committee of the Board of Directors of Integrafin Holdings plc (respectively "the Board" and "IHP" or "the Company"). The Company and its subsidiaries shall be referred to as the "Group".
- 1.2 The primary purpose of the Committee is to develop and maintain a formal, rigorous and transparent procedure, and to lead the process, for any Group Board and committee appointments and re-appointments, including making recommendations to any Group Board in order to achieve the optimal composition of each Board having regard to:
  - 1.2.1 its size and composition;
  - 1.2.2 the extent to which skills, experience or attributes are represented; and
  - 1.2.3 the need to maintain high standards of corporate governance.
- 1.3 The Committee will ensure that plans are in place for orderly succession to both the Boards and senior management positions (including but not limited to the Senior Management Functions for IFAL and ILUK and the Control Functions for ILInt), for the Group and oversee the development of a diverse pipeline.
- 1.4 The Committee shall regularly review the composition of the Boards to ensure that the necessary skills, knowledge and experience are available to support delivery of the Company and Group's long term strategic objectives and to ensure that best practice corporate standards are met on an ongoing basis.
- 1.5 In doing so the Committee shall consider the successful achievement of the Company and Group's long-term objectives whilst taking into account relevant regulatory requirements, market pressures and value for money.
- 1.6 In all its activities the Committee shall give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code ("the Code"), the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules, subsidiary regulatory obligations and any other applicable rules, as appropriate.

##### **2 Membership**

- 2.1 The Committee shall comprise at least three directors. A majority of the members of the Committee shall be independent non-executive directors.
- 2.2 The chair of the Committee shall be the Chair of the IHP Board.
- 2.3 The other members shall be such other directors of IHP as deemed appropriate by the Board.
- 2.4 The quorum of the Committee shall be two members, both of whom must be independent non-executive directors.

- 2.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chair of the Board (if not a member of the Committee), chief executive (if not a member of the Committee), the human resources director, the head of Legal chairs of subsidiary boards and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The Committee members (save in respect of their director's fees and shareholdings (as applicable)) shall remain independent of management and majority shareholders at all times, with the exception of the chief executive officer who is a member and is not independent and the Chair of the Board who is not considered independent for Nomination Committee purposes.
- 2.6 Appointments to the Committee are made by the Board and shall be for a period of up to six years, which may be extended for a further period of up to three years, provided the director still meets the criteria for membership of the Committee.
- 2.7 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. The chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairship.
- 2.8 At the discretion of the chair, members can be present at meetings by telephone or video-conference, provided that each member is able to hear each other member present.
- 2.9 The Committee may from time to time retain the services of appropriate external expertise familiar with the specific issues affecting the Group to act in the capacity of adviser to the Committee.

### **3 Responsibilities and Methodology**

The Committee shall:

- 3.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board to ensure the Group is able to fulfil its long term strategic objectives and that best practice corporate standards are met on an ongoing basis and make recommendations to the Board with regard to any changes that the Committee believes to be necessary.
- 3.2 Give full consideration to succession planning for the directors of all Group entities, Senior Management Function holders and Control Function holders, Company Secretary and Group Counsel in the course of its work, taking into account the challenges and opportunities facing the Group, and the skills and expertise needed on the Board in the future.
- 3.3 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.
- 3.4 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the Group.
- 3.5 Be responsible for identifying and nominating for the approval of any Group Board, candidates to fill Board vacancies as and when they arise.

- 3.6 Before any appointment is made by a Group 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;
  - 3.6.1 In the case of the Chair and non-executive roles generally employ the services of external advisers to facilitate the search, only using external search firms who have voluntarily signed up to the standard voluntary Code on Gender Diversity;
  - 3.6.2 consider candidates from a wide range of backgrounds; and
  - 3.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, taking care that appointees have enough time available to devote to the position.
- 3.7 For any appointment within the Committee's purview, review a job specification, including the time commitment expected. A candidate director's other significant commitments, shall be disclosed to the relevant Group Board before appointment and any changes to any director's commitments shall be reported to the Board as they arise.
- 3.8 When considering the appointment of both executive and non-executive directors to any Group Board, review such directors' positions and interests in other companies or firms, in order to identify any conflicts or potential conflicts of interest and make recommendations to the relevant Group Board as to whether these positions and interests should be authorised.
- 3.9 Review each director's conflict authorisations annually to check they are appropriate for the relevant matters to remain authorised and to make recommendations to the Board accordingly.
- 3.10 Ensure that on appointment to the relevant Group 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.
- 3.11 Review the results of the Board performance evaluation process that relate to the composition of the Board and any actions to address performance.
- 3.12 Review annually the time required from non-executive directors for the IHP and subsidiary Boards. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- 3.13 Make recommendations to the IHP Board, as requested, concerning:
  - 3.13.1 The election and annual re-election by shareholders of Directors;
  - 3.13.2 Renewal of terms of office of non-executive directors after each three-year term, based on a review of director performance; and
  - 3.13.3 Any other matters, if applicable, relating to the continuation in office of any directors at any time.
- 3.14 Annually review and approve the Group policy on Board diversity.
- 3.15 Work and liaise as necessary with all other Board committees.

## **4 Reporting**

- 4.1 The Committee will discuss and agree annually the relevant measures for achieving diversity on the Board and within the Group and recommend them to the Board for implementation.
- 4.2 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and will report annually on the process it has used in relation to Board appointments.
- 4.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **5 Meetings**

- 5.1 The Committee shall meet at least once a year and otherwise as required.
- 5.2 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair.
- 5.3 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, no later than five working days before the date of the meeting. The agendas of the meetings will be structured to allow for both planned topics and to allow discussion time for other items to be raised.
- 5.4 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.
- 5.5 The secretary or their nominee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 5.6 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee chair it would be inappropriate to do so.
- 5.7 The chair of the Committee, or as a minimum another member of the Committee, shall attend the Board meeting at which the annual accounts and reports are approved.
- 5.8 Each member of the Committee shall disclose to the Committee:
  - 5.8.1 any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
  - 5.8.2 any potential conflict of interest arising from a cross-directorship.
- 5.9 Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions.
- 5.10 At the discretion of the chairman, members can be present at meetings by telephone or video-conference, provided that each member is able to hear each other member present.

## **6 Annual General Meeting**

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

## **7 Committee Self Evaluation**

- 7.1 The Committee will conduct an annual evaluation of the Committee's effectiveness.
- 7.2 The Committee will review its activities carried out by reference to these terms of reference, and will report any significant findings to the Board with any recommendations for changes to these terms of reference.
- 7.3 The Committee will ensure that its members take individual responsibility for identifying training appropriate to their needs and keeping appropriate records of such training. Each Committee member shall provide copies of their training record to the company secretary at least annually and will undertake all regulatory training requested by the Group.

## **8. Terms of Reference**

The Committee will review these terms of reference annually. Any changes to the terms of reference must be recommended to the Board for approval.

## **9 Support**

The Committee shall:

- 9.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
- 9.2 Be provided with 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.
- 9.3 Give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- 9.4 At the company's expense and to a budget agreed by the Board, obtain outside legal or other professional advice on any matters within its terms of reference and to seek any information it requires from any employees in order to perform its duties.