

Sumo Group plc: Nomination committee terms of reference

NOMINATION COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

The Committee was constituted by resolution of the board of directors ("Board") at a full meeting of the Board held on 15 December 2017 in accordance with the articles of association of Sumo Group plc ("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 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 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 for each appointment whether the use of open advertising or the services of external advisers to facilitate the search is appropriate or necessary;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) 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;
- (e) for the appointment of a chairperson, the Committee should prepare a job specification, including the time commitment expected. A proposed chairperson's other significant commitments should be disclosed to the Board before appointment and any changes to the chairperson's commitments should be reported to the Board as they arise;

- (f) 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;
- (g) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (h) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (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; and
- (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.

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 in particular for the key roles of Chairperson and Chief Executive;
- (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 chairpersons of those committees;
- (d) 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;
- (e) the election and re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's articles of association, 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; and
- (f) the appointment of any director to executive or other office.

2.3 To 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 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. In the absence of the chairperson of the Committee, the members of the Committee present shall elect one of their number present to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 3.2 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years in duration provided the director still meets the criteria for the membership of the Committee.
- 3.3 The Committee shall have at least two members.
- 3.4 At the date of formation of the Committee, it has been agreed that the members of the committee will be Ken Beaty, Michael Sherwin and Ian Livingstone. A quorum shall be any two non-executive director members of the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that the majority of the Committee must remain independent and 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.
- 4.3 Decisions of the Committee will be made by majority vote. Save where he/she has a personal interest, the chairperson will have a casting vote.

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 in the opinion of the Committee chairperson or the majority of its members.

5.3 The company secretary or his or her nominee shall be the secretary of the Committee. Where the company secretary is also an executive director, the Committee may nominate one of its members to act as secretary for any meeting which the Committee wishes to hold without executive directors being present.

6. NOTICE OF MEETINGS

Meetings of the Committee shall be called by the secretary of the Committee at the request of the chairperson of the Committee.

7. AUTHORITY

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 and the minutes of each meeting, once approved by the chairperson, shall be provided to the Board.

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 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 Board's policy on diversity, including gender, 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 or herself 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 of directors for approval.
- 9.3 The Committee shall 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.
- 9.4 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.
- 9.5 The Committee shall give due consideration to applicable laws and regulations, the provisions of the QCA Corporate Governance Guidelines, the UK Corporate Governance Code, the requirements of the London Stock Exchange's rules for AIM companies, as appropriate and the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules.
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