

Nomination Committee – Terms of Reference

January 2024

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1. There shall be a Committee of the Board to be known as "The Nomination Committee".

 2. The members shall be the Chairman, the Non-Executive Directors and the Chief Executive.

 3. A quorum shall be the Chairman and one Non-Executive Director.

 4. The Chairman shall be the Chairman of the Committee.

 5. No-one shall be present during the discussion of or vote on matters regarding his or her own position. The Chairman of the Board shall not chair the Committee meeting when it is dealing with the appointment of his or her successor.

 6. The Company Secretary shall be the Secretary of the Committee and shall keep an appropriate record of its proceedings.

 7. Meetings shall be held not less than once a year and as and when requested by its Chairman.

 8. The Committee is authorised by the Board to:
 - do all such acts and deeds as are required to perform its duties;
 - obtain any information it requires from any employee of the Group or any of its subsidiaries; and
 - engage, at the Company's expense, external legal or other advisers or consultants on any matter within its Terms of Reference and to permit their attendance at meetings.

 9. The Company Secretary shall make available the minutes of meetings of the Committee to all members of the Committee and, following their approval, to all members of the Board.

 10. The Committee shall review regularly and at least annually:
 - the time required from a Non-Executive Director and (possibly using performance evaluation) whether each Non-Executive Director is spending enough time to fulfil their duties; and
 - the structure, size, composition, skills, knowledge and experience of the Board;
 - the leadership needs of the organisation to ensure that the Company continues to compete effectively in its market place;
 - its own performance, constitution and Terms of Reference; and
 - make recommendations to the Board about any matters arising.

 11. The Committee shall:
 - be responsible for identifying and nominating for the approval of the Board candidates taken from a wide range of backgrounds to fill Board vacancies as and when they arise for any reason, including retirement by rotation;
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- evaluate, before making an appointment, the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
 - give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise that will be needed on the Board in the future; and
 - ensure that, on appointment to the Board, Directors receive a formal letter of appointment (for Non-Executive Directors) or a contract (for Executive Directors) setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.
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12. The Committee shall make recommendations to the Board about:

- plans for an orderly succession of the Chief Executive, Finance Director, other Executive Directors, if any, and the Chairman and other Non-Executive Directors and a formal, rigorous and transparent procedure to be used by them;
- the reappointment of any key post holder at the conclusion of their specified term of office;
- the re-election by shareholders of any key post holder under the retirement by rotation provisions in the Company's articles of association;
- the continuation in office of any key post holder at any time;
- the appointment of any member of the Executive Board ("Key Executive"), the recommendation for which would be considered at a meeting of the Board; and
- the membership of the Audit and Remuneration Committees, in consultation with the Chairman of those Committees and suitable candidates for the role of Senior Independent Director (if applicable).

The Committee may also at any time recommend to the Board the appointment of additional Key Executives.

13. The Committee shall:

- make a statement in the annual report about its composition and activities including the number of meetings, its members' attendance record and the process used for the appointments (explaining if external advice or open advertising has not been used);
 - keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates; and
 - ensure that a member of the Committees attends the AGM to answer questions about its activities and responsibilities.
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14. The Committee shall ensure that an annual review is undertaken of the Board and its operations and that a report on this is received by the Committee.

Definitions

In these Terms of Reference:

"Assura Group" or the **"Company"** shall mean Assura plc; and **"Group"** shall mean Assura plc and its subsidiaries and subsidiary undertakings for the time being.
