

ANGLE PLC (the “company”)

NOMINATIONS COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Committee has been established by resolution of the Board and is known as the Nominations Committee.

2. PURPOSE

- 2.1 The purpose of the Nomination Committee is to make recommendations to the Board on the appointment of new executive and non-executive directors and their subsequent re-appointment, including making recommendations as to the composition of the Board generally and the balance as between executive and non-executive directors appointed to the Board, as well as preparing succession plans for the Chairman, Chief Executive and other Directors.
- 2.2 The Committee is also responsible for management development programmes for executives.

3. MEMBERSHIP

- 3.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members. The members of the Nomination Committee may include the Chairman or an executive director provided that a majority of the members shall be independent, non-executive directors of the Company. A quorum shall be two members present and voting on the matter for decision, at least one of which should be a non-executive director. The Committee may invite other Directors, in particular the Chief Executive Officer, or outsiders to attend its meetings as it deems appropriate.
- 3.2 The Board shall appoint the chairman of the Nomination Committee, who shall either be the Chairman of the Board or be one of the independent non-executive directors of the Company. If the Chairman is the Chairman of the Board he/she will not chair the committee when it is dealing with the matter of succession to the chairmanship.
- 3.3 The Company Secretary shall act as the secretary of the Committee.

4. FREQUENCY OF MEETINGS

- 4.1 Meetings shall be held at such times as the Chairman of the Committee deems appropriate. Regular meetings will be programmed to take place to consider succession planning and to review time commitments of non-executive directors and via performance evaluation assess whether non-executive directors are spending enough time fulfilling the role.

5. AUTHORITY

- 5.1 The Nomination Committee is authorised by the Board to investigate any matter within its term of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Nomination Committee.

- 5.2 The Nomination Committee is authorised by the Board to obtain, at the expense of the Company, outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Committee will act with the knowledge and approval of the Chairman and Chief Executive of the Company.
- 5.3 These terms of reference may be amended from time to time as required, subject to approval by the Board.

6. **DUTIES**

The Nomination Committee shall be responsible for all aspects of the appointment or removal of directors of the company and the duties of the Nomination Committee shall be:

- 6.1 to carry out the decisions of the Board in relation to the appointment of new directors to the Board or the removal of directors from the Board;
- 6.2 to establish procedures and be responsible for the identification, selection and nomination of directors to fill Board vacancies as and when they arise. This may include the use of open advertising or external advisors, drawing candidates from a wide range of backgrounds and considering candidates on merit against objective criteria ensuring that candidates have sufficient time to devote to the role;
- 6.3 to prepare a description of the role and capabilities required for a particular appointment based on an evaluation of the balance of skills, knowledge and experience on the Board;
- 6.4 to ensure that on appointment non-executive directors receive written terms of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 6.5 to provide advice and make recommendations to the Board in relation to any appointments as well as other matters regarding continuation of a director in office. Such other matters may include the removal of a director, consideration of requests to take up appointments outside the Company or the continuation in service of any director who has reached the age of 70.
- 6.6 to review regularly the time required from the chairman and the non-executive directors and via performance evaluation assess whether these directors are spending enough time to fulfil their role;
- 6.7 to review, on a regular basis, the structure, size and composition of the Board and the balance of skills, knowledge and experience and determine whether this is appropriate to control and direct the Group's activities effectively, and in this regard to make recommendations to the Board for adjustments that are deemed necessary and for periodic refreshment of membership;
- 6.8 to make recommendations to the Board on the responsibilities of non-executive directors, including membership and chairmanship of board committees;
- 6.9 to make recommendations to the Board on succession planning of the chairman, chief executive and directors and to oversee the process. To review, on a regular basis, plans for succession to the key executive roles identified in the management succession plans, taking into account the challenges and opportunities facing the Company, and what skills and expertise are needed on the Board in the future;

- 6.10 to review regularly the Group's management development plans to broaden experience of potentially valuable executives and to ensure that these are appropriate in the light of activities undertaken or planned;
- 6.11 to have regard to the Quoted Companies Alliance Corporate Governance Code for Small and Mid-Size Quoted Companies 2013 in relation to any recommendation for appointments.

7. ANNUAL REPORT

- 7.1 A section of the Annual Report each year shall describe the work of the committee including the process used in relation to board appointments. An explanation will be needed if neither open advertising nor external search consultancy has been used in the appointment of a non-executive director or a chairman. The Annual Report should also indicate the frequency of meetings and the attendance by members.

8. ANNUAL GENERAL MEETING

- 8.1 The Chairman of the Nomination Committee shall be available at the Annual General Meeting to answer questions on the Nomination Committee's activities and practice.

9. PROCEEDINGS

- 9.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of directors.
- 9.2 Except under exceptional circumstances, at least 7 days notice will be given of a meeting of the Committee. Such notice will include the agenda and any supporting papers.
- 9.3 The Secretary of the Committee shall circulate the minutes of the meetings of the Nomination Committee to all members of the Committee and, if the Chairman so decides, to all members of the Board.
- 9.4 The terms of reference of the committee shall be made available on request and on the Company's web site.
- 9.5 The terms and conditions of appointment of non-executive directors should be made available for inspection during normal business hours and at the Annual General Meeting.
- 9.6 The Committee shall undertake a periodic performance evaluation of the Board. It shall review its own performance, 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.