

Nomination Committee

Terms of Reference

The Board of Premier Miton Group plc (the 'Company') is responsible for directing the business of the Company and its subsidiaries (the 'Group') in such a way as to meet shareholder and regulatory requirements and in accordance with applicable corporate governance practices.

The Board has delegated responsibility to the Nomination Committee (the 'Committee') for review and recommendation of Board and Committee membership, succession planning and board appointments.

1. Constitution

- 1.1 The Committee was first constituted at a meeting of the Board held on 3 October 2016 in accordance with the articles of association of the Company.

2. Membership

- 2.1 The members of the Committee shall be appointed by the Board. The Board shall appoint the Chair of the Committee who should be either the Chair of the Company or an Independent Non-Executive Director.
- 2.2 If the Committee Chair is not present at any meeting of the Committee, the members present shall appoint one of their number to chair the meeting.
- 2.3 The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to that role.
- 2.4 The Committee shall have at least two members.

3. Secretary

- 3.1 The Company Secretary shall act as Secretary of the Committee.

4. Quorum

- 4.1 The quorum for a meeting of the Committee is two members present in person or by telephone.
- 4.2 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.
- 4.3 Decisions of the Committee may be made by way of email circular at the discretion of the Committee Chair.

5. Frequency

- 5.1 The Committee will meet at least once in each financial year of the Company and at such times as shall reasonably be decided by the Committee.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members, or as required.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. Attendance at meetings

- 7.1 No one other than the Committee members shall be entitled to attend meetings of the Committee.
- 7.2 The Committee may invite any directors, other executives, or professional advisors to attend, but not vote at, meetings of the Committee.
- 7.3 No member of the Committee or other attendee shall be present during the deliberations regarding their own tenure.

8. Minutes

- 8.1 At the beginning of each meeting the Secretary shall ascertain the existence of any conflicts of interest and minute them accordingly. Each member of the Committee shall disclose to it: (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; and (b) any potential conflict arising from a cross directorship.
- 8.2 Minutes of meetings of the Committee and of its decisions and recommendations will be prepared and, subject to approval by the Committee Chair, circulated to all Directors of the Company unless in the opinion of the Committee Chair it would be inappropriate to do so.
- 8.3 Draft Minutes may be approved by email following review by the Committee members present at the meeting to which the draft Minutes relate.

9. Voting arrangements

- 9.1 Each member of the Committee shall have one vote which may be cast on matters considered at a meeting. Votes can only be cast by members attending a meeting of the Committee.
- 9.2 Subject always to paragraph 7.3 above, 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, the remaining members of the Committee will then decide by majority vote if the member may participate in discussions concerning the matters disclosed or vote on resolutions concerning the matters disclosed.

10. Annual General Meeting

- 10.1 The Committee Chair should be prepared to respond to any questions which may be raised by shareholders at the Annual General Meeting on matters concerning the Committee's functions.

11. Principal duties and terms of reference

On behalf of the Board and in accordance with the authority delegated to it, the Committee shall have regard to the following duties:

- 11.1 Regularly review the structure, size, and composition (including the skills, knowledge, experience, and diversity) of the Company's Board and make recommendations to the Board with regard to any changes.
- 11.2 Give full consideration to succession planning for directors of the Company (the '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.
- 11.3 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 11.4 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 may:
 - a) use open advertising or the services of external advisers to facilitate the search;
 - b) consider candidates from a wide range of backgrounds; andconsider 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.
- 11.5 For the appointment of Chair of the Board, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise.
- 11.6 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.
- 11.7 Keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 11.8 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company, its subsidiaries, and the market in which it operates.
- 11.9 Review the results of the Board performance evaluation process that relate to the composition of the Board.
- 11.10 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.
- 11.11 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.
- 11.12 Work and liaise as necessary with other Board committees.
- 11.13 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 Chair of the Board and Chief Executive;
 - b) Suitable candidates for the role of Senior Independent Director;

- c) Membership of the Audit & Risk and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chair 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 re-election by shareholders of any Director under the 'retirement of directors' 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 (particularly in relation to Directors being re-elected for a term beyond six years);
- f) 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; and
- g) The appointment of any Director to executive or other office.

11.14 The Committee shall consider such other matters as may be requested by the Board.

12. Other

12.1 The Committee shall:

- a) Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- b) Be provided with appropriate and timely training on an ongoing basis for all members;
- c) Give due consideration to applicable laws and regulations, including the provisions of the UK Corporate Governance Code, the requirements of the corporate governance guidelines for AIM companies published by the Quoted Companies Alliance and the requirements of the London Stock Exchange's rules for AIM companies, as appropriate;
- d) Oversee any investigation of activities which are within its terms of reference;
- e) Work and liaise as necessary with all other Board committees; and
- f) Arrange for periodic review 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 for approval.

13. Reporting

13.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair. The minutes of the Committee will be maintained as documentary evidence of its deliberations.

13.2 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.

13.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report.

14. Authority

14.1 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 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. 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.

15. General matters

15.1 The recommendations of the Committee shall be approved by the Board before they can be implemented.