

**COHORT PLC
NOMINATION COMMITTEE
TERMS OF REFERENCE**

Approved by the Board on 22 April 2021

Constitution

1. The Board of Cohort plc (the **Company**) has established a committee of the Board to be known as the Nomination Committee (the **Committee**).

Membership

2. The Committee shall consist of not less than three members. A majority of members of the Committee shall be independent directors. A quorum shall be two members both of whom must be independent directors.
3. Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
4. The Chair of the Committee shall be a member determined by the Board who should be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair, the remaining members present shall elect one of the independent non-executive directors to chair the meeting.
5. Only members have the right to attend Committee meetings. However, other individuals such as the Chief Executive, Group Head of Human Resources and external advisors may be invited to attend for all or part of any meeting, as and when appropriate.

Committee Secretary

6. 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. The Secretary of the Committee will write formal minutes recording the proceedings and decisions of the Committee. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, exceptionally, it would be inappropriate to do so.

Frequency and Notice of Meetings

7. The Committee shall meet as required.
8. Meetings shall be convened by the Secretary of the Committee at the request of the Committee Chair or any of its members.
9. Unless otherwise agreed, notice of each meeting together with an agenda shall be forwarded to each member of the Committee and any other person required to attend before the date of the meeting. Supporting papers shall be sent to Committee members and to any other attendees, as appropriate, at the same time.

Engagement with shareholders

10. The Committee Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

Duties

11. The Committee shall carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.
12. The Committee shall:
 - 12.1. review as required 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;
 - 12.2. 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;
 - 12.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise; and
 - 12.4. undertake any work requested by the Board or Chief Executive to select or approve appointments below Board level.
13. Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.
14. The Committee shall also make recommendations to the Board concerning:
 - 14.1. the re-appointment of the non-executive directors 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 knowledge, skills and experience required;
 - 14.2. the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success, the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individuals, the Chair and the Board as a whole;
 - 14.3. 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
 - 14.4. the appointment of any director to executive or other office.

Reporting responsibilities

15. The Committee Chair shall report to the Board after each meeting on the content of its discussion, recommendations and action to be taken.
16. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

17. The Committee shall produce a report to be included in the Company's annual report describing the work of the nomination committee.

18. If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

Other matters

19. The Committee shall:

19.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required;

19.2. be provided with appropriate and timely training where required; and

19.3. give due consideration to all relevant laws and regulations, the provisions of the QCA Code and associated guidance, the requirements of the AIM Rules for Companies and any other applicable rules or guidance, as appropriate.

Authority

20. The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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