

Dated 5 December 2019

THE PEBBLE GROUP PLC

**NOMINATION COMMITTEE
TERMS OF REFERENCE**

1 Interpretation

1.1 In these terms of reference:

Company means The Pebble Group plc

Board means the board of directors of the Company

Committee means the nomination committee of the Board

2 Constitution

By a resolution dated 28 November 2019, the Board resolved to establish a committee of the Board to be known as the nomination committee.

3 Specific duties

3.1 The Committee shall:

- (a) lead the process for board appointments and make recommendations to the Board;
- (b) regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board, compared to its current position, and make recommendations to the Board with regard to any changes deemed necessary;
- (c) give full consideration to succession planning for the Board and other senior executives of the Company 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 in the future to address these;
- (d) be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (e) before an appointment is made by the Board, evaluate the balance of skills, knowledge, experience (including experience of the AIM Rules for Companies and/or previous experience of listed companies if appropriate) and independence on the Board, and, in light of the results of such evaluation, prepare a description of the role and the capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (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 (including as to gender) on the Board; and
 - (iv) take care to ensure appointees have sufficient time available to devote to the position;
- (f) ensure that each proposed appointee to the Board is required to disclose any business or other interests which he or she has which could result in a conflict of interest for him or her as a member of the Board;

- (g) keep under review the leadership needs of the Company (both executive and non-executive), with a view to ensuring the continued ability of the Company to compete effectively in its marketplace;
- (h) keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and its marketplace;
- (i) review annually the time required from non-executive directors and undertake a performance evaluation annually to assess whether the non-executive directors are spending enough time fulfilling their duties;
- (j) ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment which clearly sets out what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- (k) work and liaise as necessary with all other Board Committees; and
- (l) prepare, for the appointment of a chairman, a job specification (including the time commitment expected) and require that a proposed chairman's other significant commitments are disclosed to the Board before appointment and that any changes to the Chairman's other significant commitments are reported as they arise.

3.2 The Committee shall also make recommendations to the Board concerning:

- (a) succession planning for both executive and non-executive directors and in particular for the key roles of chairman of the Board and chief executive officer (but see 3.2(g) below);
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the audit committee and remuneration committee, in consultation with the chairmen of those committees;
- (d) the re-appointment of any non-executive director at the conclusion of his or her specified term of office, having given due regard to their performance and their ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
- (e) the re-election by shareholders of any director who is retiring, and seeking re-election, at any AGM, having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
- (f) any matters relating to the continuation in office as a director 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 law and the terms of their service contract); and
- (g) the appointment of any director to executive or other office other than to the position of chairman of the Board or chief executive officer, the recommendation for which would be considered at a meeting of the full Board.

4 Reporting and AGM

- 4.1 The chairman of the Committee shall report formally to the Board after each meeting on all matters within its duties and responsibilities.
- 4.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area or matter within its remit where action or improvement is needed.
- 4.3 The Committee shall, if it considers it appropriate to do so, make a statement in the Company's annual report explaining its activities and the appointment processes it uses and provide an explanation if external advice or open advertising has not been used. The report shall identify any external search consultancy used and state whether such party has any connection with the Company and include a description of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving such objectives.
- 4.4 The chairman of the Committee (or, in his or her absence, another Committee member) shall attend the Company's AGM to answer any shareholders' questions about the Committee's activities.
- 4.5 The Committee's terms of reference shall be available on the Company's website.

5 Regulatory duties

In carrying out its duties under these terms of reference, the Committee shall:

- (a) give due regard to:
- (i) all relevant legal and regulatory requirements;
 - (ii) the AIM Rules for Companies;
 - (iii) the provisions, recommendations and disclosure requirements contained in the EU Market Abuse Regulation (596/2014);
 - (iv) the provisions and recommendations of the UK Corporate Governance Code issued by the Financial Reporting Council (or any successor), having regard also to the size and nature of the Company, (it being noted that the UK Corporate Governance Code does not apply to companies whose shares are admitted to trading on AIM);
 - (v) the Corporate Governance Code issued by the Quoted Companies Alliance; and
- (b) ensure that it has such information, and access to such resources, as it considers necessary or desirable to fulfil its duties as set out in these terms of reference.

6 Membership

- 6.1 Members of the Committee shall be appointed by the Board.
- 6.2 The Committee shall consist of at least three members.
- 6.3 The majority of the members of the Committee shall be independent non-executive directors of the Company.

- 6.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two further three year periods, provided that the majority of the Committee members remain independent.
- 6.5 The Board shall appoint the chairman of the Committee who shall be either the chairman of the Board or an independent non-executive director of the Company. In the absence of the chairman and/or an appointed deputy, or in the circumstances described in paragraph 8.8 below, members of the Committee present at a duly convened Committee meeting may elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to the position by the Board. The Board shall determine the period for which the chairman of the Committee holds office.
- 6.6 The Board may from time to time remove members from the Committee.
- 6.7 The membership of the Committee shall be set out in the annual report of the Company.

7 Secretary

The company secretary (or such other person as may from time to time be selected for the task by the Committee) shall be the secretary of the Committee.

8 Meetings

- 8.1 The Committee shall meet at least twice a year and at such other times as the chairman of the Committee shall require.
- 8.2 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the chairman of the Committee.
- 8.3 Unless otherwise agreed, at least 5 working days' notice shall be given of each meeting of the Committee.
- 8.4 Unless otherwise agreed, each notice of a meeting of the Committee shall:
- (a) confirm the venue, time and date of the meeting;
 - (b) include an agenda of items to be discussed; and
 - (c) be sent to each member of the Committee, any other person required, invited or entitled to attend the meeting and all other non-executive directors of the Company.
- 8.5 Supporting papers shall be sent to members of the Committee and (as appropriate) to other attendees at the same time as the relevant notice.
- 8.6 The quorum necessary for the transaction of business by the Committee shall be two members of the Committee, both of whom should be independent non-executive directors. 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.
- 8.7 Only members of the Committee have the right to attend Committee meetings. However, others such as other directors and external advisers may be invited to attend and speak at (but not vote at) all or part of any Committee meeting as and when appropriate.

8.8 The chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

8.9 Meetings of the Committee may be held by conference telephone, video-conference or using similar communications equipment whereby all members participating in the meeting can hear, and be heard by, each other.

9 Voting

9.1 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.

9.2 If a matter which 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.

9.3 Matters for decision by the Committee shall be decided by a majority decision of the members present at the meeting and eligible to vote.

10 Minutes

10.1 The secretary of the Committee shall minute the proceedings and resolutions of each meeting of the Committee and record the names of those present and in attendance.

10.2 The secretary of the Committee shall ascertain, at the start of each meeting of the Committee, the existence of any conflicts of interest and minute them accordingly.

10.3 Following each meeting of the Committee, the secretary of the Committee shall promptly circulate, for comment, draft minutes to each member who was present at the meeting.

10.4 After approval and signing of the minutes by the chairman of the meeting, the secretary of the Committee shall circulate copies of the minutes to all members of Committee and to all other members of the Board, save if, and to the extent that, a conflict of interest exists.

11 Authority

11.1 The Committee is a committee of the Board and as such exercises such powers of the Board as have been delegated to it.

11.2 The Committee is authorised by the Board to conduct any activity within its terms of reference.

11.3 The Committee is authorised to:

(a) seek any information it requires (including from any employee of the Company or any of its subsidiaries);

(b) seek professional advice (including the advice of independent consultants);

(c) within any budgetary constraints imposed by the Board, commission or purchase any relevant reports or surveys which it deems necessary to help it fulfil its obligations;

(d) secure the attendance of external advisors at its meetings (if it considers it necessary); and

- (e) obtain reliable, up-to-date information about appointment processes and executive induction in other companies,

all at the Company's expense.

12 Own performance

At least once a year, the Committee 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.

The Committee shall be provided with appropriate and timely training both in the form of an induction programme for new members and on an on-going basis for all members.