

HARDIDE PLC (the “Company”)

NOMINATION COMMITTEE (the “Committee” or “NomCo”) TERMS OF REFERENCE

As adopted by the Board of the Company on 16 April 2025

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of two or more members, the majority of whom shall be independent non-executive directors.
- 1.2. Only members of the Committee have the absolute right to attend Committee meetings. However, other individuals such as other non-executive directors, the chief executive and external advisers may be invited to attend for all or part of any meeting as and when appropriate, and as deemed appropriate by the Chair of the Committee.
- 1.3. Appointments to the Committee will be for a 12-month rolling period, subject to re-election of the member at the Annual General Meeting of the Company and provided the member still meets the criteria for membership of the Committee.
- 1.4. The Board shall appoint the Committee Chair who shall be an independent non-executive director.

2. Secretary

One of the members of the Committee or their nominee shall act as the secretary of the Committee save when he or she is a subject of the meeting in which case that person shall absent themselves from the Committee during discussion of that matter and a nominee of the chairman of the Committee shall act as secretary. In the event that the Chair of the Committee is unavailable to nominate a secretary, the Chair of the Company shall nominate a secretary.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two. 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.
- 3.2. Where there are just two members of the Committee and one member is absent themselves because they are unable to attend and it is not possible to re-schedule the meeting accordingly, then in these exceptional circumstances the Chair of the Company shall nominate another director as a temporary member. That temporary member shall be a non-executive director.

4. Meetings

- 4.1. The Committee shall meet at least twice a year and at such other times as the Chair of the Committee shall require or the Chair of the Company may request.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be summoned by the Chair of the Committee at the request of any director.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

- 6.1. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

7. Annual general meeting

- 7.1. The Chair of the Committee shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

The Committee shall, in respect of directors:

- 8.1. in collaboration with the Chair wherever appropriate, review regularly 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;
- 8.2. in collaboration with the CEO and Chair, oversee succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board at the present time and in the future;
- 8.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.4. before any appointment is made by the Board, evaluate 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 an appointment. In identifying suitable candidates, the Committee shall:
 - 8.4.1. consider candidates from a wide range of backgrounds, including with regard to the principles of diversity, equity and inclusion;
 - 8.4.2. consider candidates on merit and against objective criteria, taking care to establish that appointees shall have enough time available to devote to the position; and
- 8.5. 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.
- 8.6. consider annually, the tenure of any director who has more than nine years' service. This is except for those directors who are members of the Committee, in which case the Company Chair and other directors will consider the tenure of those members.

In respect of staff, the Committee shall:

- 8.7. where the full-time equivalent annual base salary for a post equals or exceeds £75,000 and in such appointments which (or might) include share incentive awards, agree to the:
 - 8.7.1. creation of any new or additional post or recruitment to an existing post,
 - 8.7.2. the job description for that post,
 - 8.7.3. remuneration package for that post, and
 - 8.7.4. choice of candidate to fill the post.

Where it is proposed to use a recruitment agency or consultant with respect to any appointments covered above, agree to the terms and conditions of hire of that agency or consultant.

The Committee shall also make recommendations to the Board concerning:

- 8.8. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chair and chief executive;
- 8.9. membership of any Board sub-committee, in consultation with the Chairs of such committees;
- 8.10. 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;
- 8.11. proposals for the re-election by shareholders annually of any director, 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;
- 8.12. 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
- 8.13. the appointment of any director to executive or other office within the company or another organisation.

9. Reporting responsibilities

- 9.1. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- 9.3. The Committee shall produce an annual summary of the Committee's activities that will form part of the Company's published annual report.

10. Other

- 10.1. The Committee shall review its own performance, constitution and terms of reference on an annual basis to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1. The Committee is authorised by the Board to seek any information it requires, if necessary in confidence, from any employee of the Company in order to perform its duties.
- 11.2. In connection with its duties, the Committee is authorised by the Board, at the Company's expense to:
 - 11.2.1. obtain any outside legal or other professional advice, having regard to cost and value for money; and
 - 11.2.2. to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties, having regard to cost and value for money.

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