

Highcroft Investments PLC (the “company”) Nomination committee (the “committee”) terms of reference

Approved by the board 27 July 2016

1. Membership

1.1 The committee shall be comprised of at least 2 members, each of whom shall be appointed by the board.

1.2 All members of the committee shall be non-executive directors who are independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgement.

1.3 The board should appoint the committee chairman. The chairman of the company shall not be eligible to be appointed as chairman of the committee when it is dealing with the matter of the succession to the chairmanship.

2. Secretary

2.1 The company secretary shall act as the secretary of the committee if so requested by the committee chairman. Otherwise the chairman of the committee shall also act as secretary of the committee.

3. Quorum

3.1 The quorum necessary for the transaction of business shall be 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. Meetings

4.1 Meetings of the committee shall be called by the chairman of the committee at the request of a majority of its members.

4.2 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, and any other person required to attend, no later than three 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. Papers required by the committee may be provided electronically.

4.3 Meetings of the committee may be conducted when the members are physically present together or in the form of either video or audio conferences.

4.4 The committee shall meet at least once per year and shall also meet at such other times as the chairman of the committee shall require.

4.5 The chief executive and the finance director may be called upon or shall be able to speak by prior arrangement with the chairman of the committee. They will not be entitled to vote.

5. Minutes of Meetings

5.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

5.2 Minutes of committee meetings shall be circulated to all members of the committee and to all members of the Board.

6. Annual General Meeting

6.1 The chairman of the committee shall attend the annual general meeting prepared to respond to any shareholders' questions on the committee's activities.

7. Duties

The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The committee shall:

7.1 regularly review 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.

7.2 give full consideration to succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the group, and the skills and expertise needed on the board in the future.

7.3 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.

7.4 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.

7.5 be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.

7.6 before any 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 shall:

7.6.1 consider using open advertising or the services of external advisers to facilitate the search

7.6.2 consider candidates from a wide range of backgrounds.

7.6.3 consider 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.

7.7 for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the board before appointment and any changes to the chairman's commitments should be reported to the board as they arise.

7.8 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.

7.9 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.

7.10 review the results of the board performance evaluation process that relate to the composition of the board.

7.11 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.

The committee shall also make recommendations to the board concerning:

7.12 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive.

7.13 suitable candidates for the role of senior independent director.

7.14 membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairmen of those committees

7.15 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

7.16 the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation 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).

7.17 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.

8. Reporting responsibilities

8.1 The committee chairman shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

8.3 The committee shall produce a report to be included in the company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. Other matters

The Committee shall:

9.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required.

9.2 be provided with appropriate and timely training.

9.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate.

9.4 arrange for periodic reviews of its own performance and, at least annually, 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.

10. Authority

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.