



**Adept4 plc
(the "Group")
Terms of reference for the Nomination Committee**

The nomination committee will lead the process for board appointments and make recommendations to the Board.

A majority of members of the committee will be independent non-executive directors. The chairman or an independent non-executive director will chair the committee, but the chairman should not chair the nomination committee when it is dealing with the appointment of a successor to the chairmanship.

A quorum for decisions of the committee shall be two members

Duties

It is the responsibility of the Nomination Committee to:

1. identify and nominate for the approval of the Board, candidates to fill board vacancies as and when they arise;
2. before making an appointment, 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 a particular appointment;
3. review annually the time required from a non-executive director. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil their duties;
4. consider candidates from a wide range of backgrounds and look beyond the 'usual suspects';
5. give full consideration to succession planning 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;
6. regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
7. keep under review the leadership needs of the Group, both executive and non-



executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace;

8. make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee, number of committee meetings and attendance over the course of the year;
9. make available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and
10. 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.

The nomination committee should make recommendations to the Board:

11. as regards plans for succession for both executive and non-executive directors;
12. as regards the re-appointment of any non-executive director at the conclusion of their specified term of office;
13. concerning the re-election by shareholders of any director under the retirement by rotation provisions in the company's articles of association; and
14. concerning any matters relating to the continuation in office of any director at any time; and concerning the appointment of any director to executive or other office other than to the positions of chairman, chief executive or chief operating officer, the recommendation for which would be considered at a meeting of the Board.

Approved by the Board