

MAJEDIE INVESTMENTS PLC (the “Company”)

NOMINATION COMMITTEE (the “Committee”)

TERMS OF REFERENCE

(approved by the Committee at a meeting held on 21 October 2020)

1. OBJECTIVE

- 1.1 It is the overall purpose of the Committee regularly to review the balance of skills, experience, independence, knowledge and diversity of background and gender of the Board of Directors and its Committees. The Committee shall also lead the process for Board appointments and succession planning and make recommendations to the Board. The Committee should also review Directors independently to ensure each can allot sufficient time to the Company and each has sufficient knowledge to discharge their responsibilities effectively.

2. TERMS OF REFERENCE TO BE MADE AVAILABLE

- 2.1 The Committee shall make available, on request, these terms of reference explaining its role and the authority delegated to it by the Board. These terms of reference will also be available on the Company’s website.

3. MEMBERSHIP

- 3.1 The members of the Committee shall be appointed by the Board, in consultation with the Chairman of the Committee. The Committee shall comprise at least two members.
- 3.2 All members of the Committee shall be non-conflicted non-executive Directors.
- 3.3 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the appointed Chairman of the Committee, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 3.4 The Chairman should not chair the meeting when dealing with the appointment of a successor to the chairmanship.

4. SECRETARY

- 4.1 The Company Secretary or his or her nominee shall act as the secretary of the Committee and shall attend all its meetings.
- 4.2 The Committee shall have access to the services of the Committee Secretary on all Committee matters including: maintaining a record of the membership of the Committee and of the dates of changes to the membership, assisting the Chairman in planning the Committee’s work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information.

5. QUORUM

- 5.1 The quorum necessary for the transaction of business shall be two members. 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.

6. FREQUENCY OF MEETINGS

- 6.1 The Committee shall meet as frequently as the Committee Chairman shall require and also at regular intervals to deal with routine matters and, in any event, at least once a year. Any member of the Committee may request a meeting if he/she considers that one is necessary or expedient.

7. RIGHT TO ATTEND MEETINGS

- 7.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other Directors and representatives of the Investment Manager (the “Manager”) may be invited to attend all or part of any meeting as and when appropriate.

8. NOTICE OF MEETINGS

- 8.1 Meetings of the Committee shall be summoned by the Company Secretary at the request of any of its members. 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 invited to attend, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

9. MINUTES

- 9.1 The Company Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The Company Secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once approved; minutes should be circulated to all members of the Board unless it would be inappropriate to do so.

10. ANNUAL GENERAL MEETING

- 10.1 The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

11. DUTIES OF THE COMMITTEE

The Committee shall carry out the duties below for the Company:

- 11.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity of background and gender) of the Board, taking into consideration the length of service of the Board as a whole as well as its individual members and make recommendations to the Board with regard to any changes;
- 11.2 give full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- 11.3 keep under review the leadership needs of the Company, both executive and non-executive, with a view to the continued ability of the Company to compete effectively in the marketplace;
- 11.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 11.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- 11.6 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:
 - 11.6.1 if appropriate, use open advertising of the services of external advisers to facilitate the search;
 - 11.6.2 consider candidates from a wide range of backgrounds; and
 - 11.6.3 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;
- 11.7 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;
- 11.8 determine a tenure policy for the Chairman and recommend to the Board for approval;
- 11.9 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;
- 11.10 ensure that on appointment to the Board, 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;
- 11.11 review the results of the Board performance evaluation process that relate to the composition of the Board and report its findings to the Board;
- 11.12 review annually whether Directors spend enough time fulfilling their duties; and
- 11.13 work and liaise as necessary with all other Board committees.
- 11.14 The Committee shall also make recommendations to the Board concerning:
 - 11.14.1 formulating plans for succession for Directors and the Chairman;
 - 11.14.2 suitable candidates for the role of Senior Independent Director;
 - 11.14.3 membership of the audit, management engagement and remuneration committees, and any other Board committees as appropriate, in consultation with the Chairman of those committees;
 - 11.14.4 the re-appointment of 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 the skills, knowledge and expertise required;
 - 11.14.5 the re-election by shareholders of Directors under the annual re-election provisions of the AIC Code of Corporate Governance (the "Code") or the retirement by rotation provisions in the Company's Articles of Association, having given due regard to their performance and ability to continue to contribute to the Board in the light of the skills, knowledge and expertise required and the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years);

- 11.14.6 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
- 11.14.7 the appointment of a director.

12. REPORTING RESPONSIBILITIES

- 12.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 12.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.3 The Committee shall report (within the Company's Annual Report) on its activities, the process used to make appointments and explain if external advice or open advertising has been used. The report should include a statement of the Board's diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives. Where an external search agency has been used, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the company. The Committee shall also report on its approach to succession planning, its support in developing a diverse pipeline and how its Board performance evaluation was conducted together with the outcomes, actions and influence of the evaluation process on Board composition.

13. OTHER MATTERS

The Committee shall:

- 13.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 13.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 13.3 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 Guidance and Transparency Rules and any other applicable guidance, as appropriate; and
- 13.4 arrange for periodic reviews of its own performance and, at least annually, review its composition and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

14. AUTHORITY

The Committee is authorised:

- 14.1 to seek any information it requires from the Manager and from the Company Secretary in order to perform its duties;
- 14.2 by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference when the Committee reasonably believes it necessary to do so having regard to the procedure for the Directors on taking independent professional advice; and
- 14.3 to request that representatives of the Manager and the Company Secretary are available to answer questions as required.

