

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

NETCALL PLC

1 Constitution

- 1.1 The nomination committee (**Committee**) is constituted in accordance with the articles of association (**Articles**) of Netcall plc (**Company**).
- 1.2 The Committee has the delegated authority of the board of directors (**Board**) in respect of the functions and powers set out in these terms of reference.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

2 Duties and Terms of Reference

The role of the Committee is to ensure that there is a formal, rigorous and transparent procedure for the appointment of new directors to the Board, to lead the process for Board appointments.

- 2.1 The Committee shall carry out the following duties for the Company as appropriate:
 - (a) regularly review the structure, size and composition (including the skills, knowledge, independence, experience and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;
 - (b) in the course of its work give full consideration to Board succession planning and ensure that plans are in place for the succession of directors, including overseeing the development of a diverse succession pipeline, taking into account the challenges and opportunities facing the Company, and the skills and expertise that are therefore needed on the Board in the future;
 - (c) be responsible for identifying and nominating for the approval of the Board, candidates from a wide range of backgrounds to fill Board vacancies as and when they arise;
 - (d) consider proposals for the reappointment or promotion of directors and also any proposals for their dismissal, retirement, non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment;
 - (e) before 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:

- (i) use such methods as it deems appropriate, including use of open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria taking care that appointees have enough time available to devote to the position.
- (f) for the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
 - (g) prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests and demands on their time 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 so as to seek approval thereof by the Board;
 - (h) 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;
 - (i) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - (j) review the results of the Board performance evaluation process that relate to the composition of the Board;
 - (k) 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 and the induction process;
 - (l) keep under review the number of external directorships held by each director; and
 - (m) work and liaise as necessary with other Board committees and ensure that interaction with other committees is reviewed regularly.

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

- (a) formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chair and Chief Executive;
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chairs` of those Committees;
- (d) 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;
- (e) the re-election by shareholders of any director under the annual re-election provisions of the QCA Corporate Governance Code (2018) 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) but in all cases taking into account the number of the Board members from time to time ;

- (f) 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
- (g) the appointment of any director to executive or other office.

2.3 To consider such other matters as may be requested by the Board.

3 Membership

3.1 The members of the Committee shall be appointed by the Board on the recommendation of the Committee. The majority of the members of the Committee should be non-executive directors. The Board shall appoint the Chair of the Committee who should be either the Chair of the Company or an independent non-executive director and determine the period for which the Committee Chair shall hold office. The Chair of the Company shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

3.2 Appointments to the Committee are made by the Board on the recommendation of the Committee, in consultation with the Committee, and shall be for a period of up to three years, which may be extended for two further periods of up to three years provided the director still meets the criteria for the membership of the Committee.

3.3 The Committee shall have at least two members, including the Chair as determined by the Board (in accordance with the principles of the QCA Corporate Governance Code (2018)).

3.4 A quorum shall be any two non-executive director members of the Committee, one of whom shall be Chair and present in person or by audio or video conference. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that the majority of the Committee must when possible remain independent and non-executive directors.

3.5 The Chair shall review membership of the Committee annually as part of the annual performance evaluation of the Committee.

4 Voting arrangements

4.1 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 (whether in person or by audio or video conference).

4.2 If a matter that 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.

4.3 Save where he has a personal interest, the Committee Chair will have a casting vote.

- 4.4 The Committee Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussion of matters relating to them.

5 Attendance at meetings

- 5.1 The Committee will meet at least once a year to consider whether or not directors should be put forward for re-appointment at the next Annual General Meeting. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested.
- 5.2 Only members of the Committee have the right to attend Committee meetings but other directors and persons (such as the chief executive, head of human resources) and external advisers may be invited to attend all or part of any meeting as and when appropriate and necessary and with the agreement of the Committee Chair. The Committee shall have the discretion to decide who, other than Committee members, shall attend and address Committee meetings.
- 5.3 The Company Secretary or his or her nominee shall be the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 5.4 The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.5 Meetings of the Committee may be conducted when the members are physically present together or in the form of either audio or video conference.

6 Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member of the Committee and any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and other attendees (as appropriate) at the same time.

7 Authority

The Committee is authorised by the Board to carry out the duties set out in these terms of reference, examine any activity within its terms of reference and is authorised to have unrestricted access to the Company's external auditors and to obtain, at the Company's expense, professional advice on any matter within its terms of reference. 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. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8 Reporting

- 8.1** The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board unless it would be inappropriate to do so.
- 8.2** A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.
- 8.3** The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and adequate time should be made available for board discussion when necessary.
- 8.4** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.5** The Committee shall produce a report to be included in the Company's annual report about its activities insofar as the same is required whilst the Company is traded on AIM, the membership of the Committee, number of meetings and attendance over the course of the year and the process used to make appointments and explain if external advice or open advertising has not been used.
- 8.6** The Committee shall make available its terms of reference on the Company's website.

9 General matters

- 9.1** The Chair of the Committee should make himself available at each annual general meeting of the Company to answer questions concerning the Committee's work. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's area of responsibility.
- 9.2** The Committee shall 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.
- 9.3** The Committee shall arrange for periodic reviews of its own performance and, at least once a year, review its constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.
- 9.4** The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 9.5** In carrying out its duties, the Committee shall give due consideration to all relevant laws and regulations, in particular the directors' duties contained in the Companies Act 2006, the requirements of the AIM Rules, Disclosure Guidance and Transparency Rules, the QCA Corporate Governance Code (2018) and any other applicable rules, as appropriate.