

Nominations Committee – Terms of Reference

1 Definitions

- 1.1 References to the "**Committee**" shall mean the Nominations Committee
- 1.2 References to the "**Board**" shall mean the Board of Directors.
- 1.3 Reference to the "**Company**" shall mean Michelmersh Brick Holdings PLC.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board, in consultation with the Chairman of the Nominations Committee. The Committee shall be made up of at least 3 members, a majority of whom shall be independent non-executive directors.
- 2.2 All members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting as and when appropriate.
- 2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the membership criteria.
- 2.4 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the committee Chairman and/or an appointed deputy, the remaining members present at a fully convened meeting shall elect one of themselves to chair the meeting. The Board shall determine the period for which the Chairman of the Committee holds office.
- 2.5 The Board may from time to time remove members from the Committee.
- 2.6 The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the Chair of the Board.

3 Secretary

- 3.1 The Company Secretary or their nominee shall act as 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.

4 Quorum

- 4.1 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.

5 Meetings

- 5.1 The Committee shall meet at least once a year and at such times as the Chairman of the Committee shall require.
- 5.2 Meetings of the Committee may be held by conference telephone, video-conference or using similar communications equipment whereby all members participating in the meeting can hear each other.

6 Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the 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 5 working days before the date of the meeting.
- 6.3 Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time as the relevant notice. Documents may be sent by post or electronically to members of the Committee.

7 Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.
- 7.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 Draft minutes of committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, exceptionally, it would be inappropriate to do so.

8 Annual General Meeting and Engagement with Shareholders

- 8.1 The Chairman of the Committee shall attend the Annual General Meeting ("AGM") prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should be available to engage with shareholders on significant matters related to the Committee's areas of responsibility.

9 Duties

The Committee shall:

- 9.1 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.

- 9.2 Ensure plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.
- 9.3 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.
- 9.4 Keep up-to-date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- 9.5 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 9.6 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 and the time commitment expected. In identifying suitable candidates the committee should consider:
 - 9.6.1 using open advertising or the services of external advisers to facilitate the search
 - 9.6.2 candidates from a wide range of backgrounds
 - 9.6.3 candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.
- 9.7 Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.
- 9.8 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.
- 9.9 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
- 9.10 Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

The Committee shall also make recommendations to the Board concerning:

- 9.11 Membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chair of those committees.
- 9.12 The re-appointment of non-executive 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 knowledge, skills and experience required.
- 9.13 The re-election by shareholders of directors under the retirement by rotation provisions in the company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the chair and the Board as whole.
- 9.14 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.
- 9.15 The appointment of any director to executive or other office.

10 Reporting Responsibilities

- 10.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 10.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion when necessary.
- 10.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.

11 Other Matters

The Committee shall:

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.
- 11.2 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.
- 11.3 Give due consideration, as appropriate, to all relevant laws and regulations, the provisions of the Quoted Companies Alliance Corporate Governance Code and associated guidance, the requirements of the AIM Rules for Companies, the requirements of the Financial Conduct Authority's Prospectus Rules and Disclosure Guidance and Transparency Rules, and any other applicable rules, and the provisions, recommendations and disclosure requirements contained in the UK Market Abuse Regulation.

- 11.4 Ensure that a periodic evaluation of the Committee's own performance is carried out.
- 11.5 At least annually, review the Committee's 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.

12 Authority

- 12.1 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

Approved and adopted by the Board on 10 February 2023.