

*Approved by the Board of Directors at the
meeting held on 8 December 2023*

TI FLUID SYSTEMS PLC

NOMINATION COMMITTEE

TERMS OF REFERENCE

CONTENTS

Clause	Page
1. DEFINITIONS AND INTERPRETATION	1
2. CONSTITUTION.....	1
3. MEMBERSHIP	2
4. SECRETARY	2
5. QUORUM.....	2
6. FREQUENCY OF MEETINGS	2
7. NOTICE OF MEETINGS.....	3
8. MINUTES OF MEETINGS	3
9. ANNUAL GENERAL MEETING.....	3
10. DUTIES.....	3
11. REPORTING RESPONSIBILITIES	5
12. OTHER MATTERS.....	6
13. AUTHORITY	6

1. DEFINITIONS AND INTERPRETATION

1.1 In these terms of reference, unless the context otherwise requires:

“**AGM**” means the annual general meeting of the shareholders of the Company;

“**Audit and Risk Committee**” means the audit and risk committee of the Company;

“**Board**” means the board of directors of the Company;

“**Chair**” means the chair of the Board;

“**Chief Executive Officer**” means the chief executive officer of the Company, from time to time;

“**Chief Financial Officer**” means the chief financial officer of the Company, from time to time;

“**Chief Human Resources Officer**” means the chief human resources officer of the Group, from time to time;

“**Chief Legal Officer**” means the chief legal officer of the Group from time to time;

“**Committee**” means the nomination committee of the Company;

“**Committee Chair**” means the chair of the Committee;

“**Company**” means TI Fluid Systems plc;

“**CSR**” means corporate and social responsibility;

“**DTRs**” means the Disclosure Guidance and Transparency Rules of the UK Financial Conduct Authority;

“**ESG**” means environment, social and governance, including sustainability and CSR matters;

“**ESG Committee**” means the ESG committee of the Company;

“**Group**” means the Company and its subsidiaries;

“**Listing Rules**” means the listing rules of the UK Financial Conduct Authority;

“**Prospectus Regulation Rules**” means the prospectus regulation rules of the UK Financial Conduct Authority, as amended from time to time;

“**Remuneration Committee**” means the remuneration committee of the Company; and

“**Secretary**” means the secretary of the Committee; and

“**UK Corporate Governance Code**” means the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time to time.

2. CONSTITUTION

The Committee was established by a resolution passed by the Board on 13 October 2017.

3. MEMBERSHIP

- 3.1 Members of the Committee shall be appointed by the Board. The Committee shall comprise at least three members. A majority of the members of the Committee shall be independent non-executive directors.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, other directors, the Chief Financial Officer, the Chief Legal Officer, the Chief Human Resources Officer and external professional advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 3.3 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 majority of members continues to meet the criteria for membership of the Committee.
- 3.4 The Board shall appoint the Committee Chair who must be either the Chair or an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, 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. The Chair shall not chair the Committee when it is dealing with the matter of succession of the Chair.
- 3.5 If any member of the Committee is unable to act for any reason, the Committee Chair may appoint any other non-executive director of the Company to act as their alternate.

4. SECRETARY

The Chief Legal Officer or their nominee shall act as the Secretary and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

5. QUORUM

The quorum necessary for the transaction of business by the Committee shall be two members, both of whom must be independent non-executive directors. 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 regularly and at least twice a year and at such other times as required by the Committee Chair.
- 6.2 Members of the Committee and other attendees may attend meetings by telephone, videoconference or any other method of communication.
- 6.3 Decisions may be taken by the Committee without a meeting if all of the members of the Committee provide their approval in writing.
- 6.4 Outside the formal meetings of the Committee, the Committee Chair and, to a lesser extent, the other Committee members, will maintain a dialogue with key individuals involved in the activities within the purview of the Committee.

7. NOTICE OF MEETINGS

- 7.1 Meetings of the Committee shall be convened by the Secretary at the request of the Committee Chair. The Committee Chair may call a special meeting of the Committee at any time upon due notice to each other member at least 48 hours prior to the meeting.
- 7.2 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 by the Secretary to each member of the Committee, any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting. Supporting papers shall be sent prior to the meeting to Committee members and to other attendees, as appropriate.
- 7.3 Notices, agendas, minutes and supporting papers can be sent in electronic form.

8. MINUTES OF MEETINGS

- 8.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 8.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, minutes should be circulated to all other members of the Board, unless the Committee Chair considers it inappropriate to do so.
- 8.3 Final signed copies of the minutes of the meetings of the Committee should be maintained for the Company's records, in hard and soft copy where possible.

9. ANNUAL GENERAL MEETING

The Committee Chair shall attend the AGM prepared to respond to any shareholder questions on the Committee's activities.

10. DUTIES

- 10.1 The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.
- 10.2 The Committee shall:
- (a) 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;
 - (b) give full consideration to, and lead the process for, succession planning for directors and other senior executives in the course of its work 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
 - (c) conduct a formal and rigorous annual evaluation of the performance of the Board, its committees, the Chair and individual directors. The Committee Chair should consider having a regular externally facilitated Board evaluation as appropriate. The external evaluator should be identified in the annual report and a statement made about any other connection it has with the Company or any individual director;
 - (d) be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- (e) 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 shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide and diverse range of backgrounds; and
 - (iii) 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;
- (f) keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- (g) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (h) for the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected, which should not be more than nine years from the date of the Chair's first appointment to the Board. To facilitate effective succession planning and the development of a diverse Board, this period can be extended for a limited time, particularly in those cases where the Chair was an existing non-executive director on appointment, where a clear explanation should be provided. 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. The Committee shall involve the senior independent director in the succession process for the Chair;
- (i) prior to the appointment of any director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without the 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;
- (j) 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, Board meetings, committee service and involvement outside Board meetings;
- (k) review the results of the annual Board performance evaluation process that relate to the composition of the Board and succession planning;
- (l) 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; and
- (m) work and liaise as necessary with all other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

10.3 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 Officer;
- (b) any changes needed to the succession planning process if its periodic assessment indicated the desired outcomes have not been achieved;
- (c) suitable candidates as new directors and succession for existing directors;
- (d) membership of the Audit and Risk Committee, the Remuneration Committee and any other Board committees as appropriate, in consultation with the chairs of those committees;
- (e) the re-appointment of any 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 the knowledge, skills and experience required;
- (f) the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code or 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 light of the knowledge, skills and experience 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 a whole;
- (g) 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
- (h) the appointment of any director to executive or other office.

11. REPORTING RESPONSIBILITIES

- 11.1 The Committee Chair shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities (including the nature and content of its discussions, recommendations and actions to be taken) and shall also formally report to the Board on how it has discharged its responsibilities.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 The Committee shall compile a report on its activities to be included in the Company's annual report to shareholders. The report should describe the work of the Committee.
- 11.4 Where an external search agency has been used, it shall be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors and, if any external search agency has not been used for the appointments of the Chair and/or non-executive directors of the Company, a rationale should be provided for this.
- 11.5 The report referred to in paragraph 11.3 above should include a statement of the Board's policy on diversity (including gender), any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.
- 11.6 The Committee shall have the authority to delegate to any subcommittees of the Committee any responsibilities of the full Committee and to officers of the Company and the Secretary such responsibilities of the full Committee, in each case to the extent permitted by applicable laws, rules or regulations.

12. OTHER MATTERS

12.1 The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the secretary of the Company for assistance as required;
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- (c) annually review or participate in a review of its own performance, the results of which shall be presented to the Board and, at least once every two years, 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;
- (d) work and liaise as necessary with all other Board committees, ensuring the interaction amongst Board committees and with the Board is reviewed regularly; and
- (e) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, the requirements of the Listing Rules, the Prospectus Regulation Rules and the DTRs and any other applicable rules, as appropriate.

12.2 The Committee may consult with the ESG Committee on ESG-related matters as they relate to matters within the purview of the Committee as it deems appropriate.

13. AUTHORITY

The Committee is authorised to:

- (a) seek any information it requires from any employee, contractor or consultant, of, or other provider of services to, the Group in order to perform its duties; and
- (b) obtain, at the Company's expense, independent legal or other professional advice on any matter it believes it believes is necessary to do so, and determine compensation for such advisors (which will be paid by the Company) and retention terms, to oversee such advisors' work and to terminate any such advisors, provided that prior to any such appointment, retention and obtaining advice, the Committee must consider all factors relevant to the independence from management of such compensation consultants, legal counsel and other advisors, other than in-house legal counsel, including under any applicable laws, rules and regulations.

Initially adopted on 13 October 2017 and revised and adopted on 8 December 2023.