

**NOMINATION COMMITTEE TERMS OF REFERENCE**  
**APTITUDE SOFTWARE GROUP PLC (the "Company")**

Main Principles: Maintain a formal, rigorous and transparent procedure for the appointment of new directors to the Board and an effective succession plan. Both should be based on merit and objective criteria and should promote diversity of gender, social, and ethnic backgrounds, cognitive and personal strengths.

Annual evaluation should consider the composition, diversity, how effectively members work together and whether each Director continues to contribute effectively.

**1 MEMBERSHIP**

- 1.1 The Committee shall consist of at least three Non-Executive Directors and a majority of these should be independent (*Code provision 17*).
- 1.2 The Chair of the Board should not Chair the Committee when dealing the appointment of their own successor or own performance.
- 1.3 The Company Secretary shall be Secretary to the Committee.
- 1.4 Appointments to the Committee will be for a period of up to three years, which may be extended for up to two further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

**2 ATTENDANCE**

- 2.1 Only members of the Committee have the right to attend Committee meetings.
- 2.2 However, other individuals such as the Chief Executive Officer, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

**3 MEETINGS**

- 3.1 The Committee will meet at least once each year, and at such other times as the Chair of the Committee thinks fit.
- 3.2 Meetings of the Committee will be called by the secretary of the Committee at the request of the Chair of the Committee.
- 3.3 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, and to any other person as may be requested by the Committee, at least five working days prior to the date of the meeting.
- 3.4 The quorum for meetings of the Committee will be two members, both of whom must be independent non-executive directors.
- 3.5 Decisions of the Committee will be made by majority vote. In the event of an equality of votes, the Chair of the Committee will have a second or casting vote.

**4 DUTIES**

- 4.1 The Committee shall:
  - a. review regularly the structure, the size and composition of the Board in order to make recommendations to the Board with regard to any changes, giving



due regard to:

- (i) the skills, knowledge and experience required; and
  - (ii) the benefits of diversity on the Board including gender, social, and ethnic backgrounds, cognitive and personal strengths;
- b. be responsible for identifying and nominating candidates against objective criteria for the approval of the Board to fill Board vacancies as and when they arise;
  - c. give full consideration to succession planning for Directors, including the Executive Directors and the Senior Leadership Team, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in future to support a diverse pipeline; and
  - d. before an appointment is made by the Board, evaluate the balance of skills, experience, independence and knowledge on the Board and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

4.2 In identifying suitable candidates, the Committee shall:

- a. where appropriate, use open advertising or the services of external advisers to facilitate the search;
- b. consider candidates from a wide range of social and ethical backgrounds, genders and personal strengths;
- c. consider candidates on merit and against objective criteria; and
- d. when making recommendations for appointments to the Board, consider whether candidates have any other significant commitments that would impact their ability to devote sufficient time and attention to their role as a Board member.

4.3 The Committee shall:

- a. ensure that annual performance evaluations are used to assess whether each Executive Director and Non-Executive Director continues to contribute effectively to the Board and demonstrates a commitment to his role, including commitment of time for Board and Committee meetings and to fulfil his duties. Evaluation of the Board should consider the balance of skills, experience, independence and knowledge of the Company on its Board, its diversity, how the Board works together as a unit and other factors relevant to its effectiveness;
- b. led by the Senior Independent Director, and without the Chair present, ensure that the performance and effectiveness of the Chair is evaluation at least annually;
- c. determine whether an internal or external process is used for the annual performance evaluation of the Board, taking into account the size of the Company and the composition of the Board; and
- d. 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. All Directors should receive a full, formal and tailored induction on joining the Board. Directors should regularly update and refresh their skills and knowledge.
- e. Make recommendations to the Board concerning:



- (i) the annual re-election by shareholders or re-appointment of any Executive Director following formal performance evaluation and determination that the individual's performance continues to be effective, that they demonstrate commitment to the role and that they have the requisite knowledge and skills;
  - (ii) the annual re-election by shareholders or re-appointment of any Non-Executive Director following formal performance evaluation and determination that the individual's performance continues to be effective, that they demonstrate commitment to the role and that they have the requisite knowledge and skills;
  - (iii) the appointment of any member of the Senior Leadership Team.
  - (iv) give due consideration to the tenure and the ongoing independence of Non- Executive Directors, taking into consideration the factors set out in Provision 10 of the Code regarding independence; and
  - (v) 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.
- f. Report to Shareholders on its work in a separate section of the Company's Annual Report and Accounts (Code provision 23) including:
- (i) a description of the Committee's approach to succession planning and appointments and how these activities support a diverse pipeline;
  - (ii) how the Board evaluation has been conducted and how it will influence Board composition;
  - (iii) the policy on diversity and inclusion, including its objectives, how it links to company strategy and how it has been implemented and progressed to achieve the objectives;
  - (iv) the gender balance of both the Board and the Senior Leadership Team; and
  - (v) where the Committee uses an external search consultancy, identify them in the Annual Report and include a statement of how this evaluation was conducted.

## 5 OTHER MATTERS

The Committee will:

- 5.1 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;
- 5.2 give due consideration to all relevant laws and regulations, the provisions of the Code and published guidance, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Reputation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 5.3 arrange for periodic reviews of its own performance and, at least annually, 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.

## 6 AUTHORITY TO OBTAIN ADVICE AND ACCESS TO THE COMPANY SECRETARY

- 6.1 The Committee is authorised to obtain, at the Company's expense, independent professional advice if they judge it necessary to discharge its responsibilities. Application should be made in the first instance to the Company Secretary.
- 6.2 All Committee members have access to the advice of the Company Secretary, who is responsible for advising them on all governance matters (Code provision 16).



Board Approval: December 2025

Next review: December 2026