



Nomination Committee terms of reference

WENTWORTH RESOURCES PLC

NOMINATION COMMITTEE TERMS OF REFERENCE

1. Constitution

The nomination committee (the “Committee”) was constituted at a full meeting of the board of directors (the “Board”) of Wentworth Resources Plc (the “Company”) held on 5 February 2019 in accordance with the articles of association of the Company.

2. Duties

2.1. The Committee shall:

- 2.1.1. regularly review the structure, size and composition (including the skills, independence, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- 2.1.2. give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future;
- 2.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 2.1.4. 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:
 - 2.1.4.1. use open advertising or the services of external advisers to facilitate the search;
 - 2.1.4.2. consider candidates from a wide range of backgrounds; and
 - 2.1.4.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, ensuring that appointees have enough time available to devote to the position;
- 2.1.5. for the appointment of a chairperson, the committee should prepare a job specification, including the time commitment expected. A proposed chairperson's other significant commitments should be disclosed to the Board before appointment and any changes to the chairperson's commitments should be reported to the Board as they arise;
- 2.1.6. 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;
- 2.1.7. review annually the time required from non-executive directors;
- 2.1.8. 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;
- 2.1.9. ensure that a board evaluation takes place annually on either a formal or informal basis as recommended by the Committee
- 2.1.10. work and liaise as necessary with other Board committees.

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

- 2.2.1. membership of all Board Committees, in consultation with the Chairmen of those committees;
- 2.2.2. 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;
- 2.2.3. the election and re-election by shareholders of any director under the annual re-election provisions of the QCA Corporate Governance Code or the "retirement by rotation" provisions in the company's articles of association.; and
- 2.2.4. such other matters as may be requested by the Board.

3. Functioning of the Committee

3.1. Membership

- 3.1.1. The members of the Committee shall be appointed by the Board in consultation with the Committee chairperson. The majority of the members of the Committee shall be independent non-executive directors. The Board shall appoint the chairperson of the Committee who should be either the chairperson of the Company or an independent non-executive director. The chairperson of the Company shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
- 3.1.2. Appointments to the Committee shall be for periods of up to three years, which may be extended for further periods of three years provided the director still meets the criteria for the membership of the committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy of the Committee.
- 3.1.3. The Committee shall have at least three members.
- 3.1.4. A quorum shall be any two independent non-executive director members of the Committee present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and to hear each other.

3.2. Voting arrangements

- 3.2.1. 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.
- 3.2.2. 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.
- 3.2.3. Save where he has a personal interest, the chairperson will have a casting vote.

3.3. Notice and Attendance at Meetings

- 3.3.1. The Committee will meet at least twice a year and otherwise as required.
- 3.3.2. Only members of the Committee have the right to attend Committee meetings but other directors and persons and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 3.3.3. The Company secretary or their 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 the issues.
- 3.3.4. Meetings of the Committee shall be called by the secretary of the Committee at the request of the chairperson of the Committee or any two of the other members.

3.3.5. 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 no later than two 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.

3.4. Authority

3.4.1. The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, legal and other 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.

3.4.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed

3.5. Reporting

3.5.1. 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 shall be agreed with the Committee Chairman and then circulated promptly to all members of the Committee and the Chairperson of the Board. 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, in the opinion of the chairperson, it would be inappropriate to do so.

3.5.2. The chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

3.5.3. The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. 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 report 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 objectives

3.6. General Matters

3.6.1. The chairperson of the Committee should make her or himself available at each AGM of the Company to answer questions concerning the Committee's work.

3.6.2. 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.

3.6.3. 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 and 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.

3.6.4. The Committee shall give due consideration to the provisions of the QCA Corporate Governance Code and the requirements of the London Stock Exchange's AIM Rules for Companies and all laws and regulations as appropriate.

3.6.5. The Committee shall oversee any investigation of activities which are within its terms of reference.