

**NOMINATION COMMITTEE TERMS OF REFERENCE FOR
HAYDALE GRAPHENE INDUSTRIES PLC
(THE “COMPANY”)**

The following terms of reference were approved and adopted by Company’s board of directors (“Board”) with effect from 7 December 2023. They relate to the committee that was first formed by the Board on 11 March 2019, known as the Nomination Committee (**Committee**), that were subsequently updated on 25 April 2023.

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board on the recommendation of the nomination committee and shall be made up of least two directors, the majority of whom shall be independent non-executive directors.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two further three-year periods and thereafter potentially annual extensions subject to Board approval, provided that the majority of the Committee members remain independent.
- 1.4. The Board shall appoint the Committee Chair who should be either the Chair of the Board 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 who is an independent non-executive director to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chair of the Board.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee. Alternatively, the Committee may, at each meeting, appoint one of their number to be the secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors and may include the chair of the Board, if independent.

4. Frequency of Meetings

- 4.1. The Committee will meet at least annually and otherwise as required.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair of the Committee or any of its members.

- 5.2. 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 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. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be circulated to all members of the Committee and once approved, to all other members of the Board, unless it would be inappropriate to do so.

7. Engagement with shareholders

- 7.1. The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

8. Duties

- 8.1. The Committee shall:
- 8.1.1. 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;
 - 8.1.2. ensure plans are in place for orderly succession to Board and senior management positions and oversee the development of an appropriate 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;
 - 8.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - 8.1.4. 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:
 - 8.1.4.1. use open advertising or the services of external advisers to facilitate the search;
 - 8.1.4.2. consider candidates from a wide range of backgrounds; and
 - 8.1.4.3. consider 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;
 - 8.1.5. 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.

- 8.1.6. keep under review the leadership needs of the organisation, both executive and non-executive, as well as key positions outside the parent company's Board and other personnel considered critical to the business, including directors of the major subsidiary undertakings, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 8.1.7. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- 8.1.8. 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.
- 8.1.9. 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.
- 8.1.10. Review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.
- 8.1.11. Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

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

- 8.2.1. Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
- 8.2.2. suitable candidates as new directors and succession for existing directors;
- 8.2.3. membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chairs of those committees;
- 8.2.4. 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 the knowledge, skills and experience required;
- 8.2.5. 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, ability and independence, and why their contribution is important to the company's long term sustainable success in the 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 whole;
- 8.2.6. 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
- 8.2.7. the appointment of any director to executive or other office.

9. Reporting Responsibilities

- 9.1. 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.

9.2. 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.

9.3. The Committee Chair shall produce a report to be included in the annual report describing the work of the nomination committee, including:

9.3.1. the process used in relation to appointments, its approach to succession planning and how both support the development of an appropriate pipeline.

9.3.2. how Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition

9.3.3. the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives, and

9.3.4. the gender balance of those in the senior management team and their direct reports.

9.4. 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.

10. Other

10.1. The Committee shall:

10.1.1. have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;

10.1.2. give due consideration to all relevant laws and regulations, the provisions of the QCA Code and associated guidance, the requirements of the AIM Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;

10.1.3. ensure that a periodic evaluation of the Committee's own performance, is carried out; and

10.1.4. 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.

11. Authority

11.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.

11.2. 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.