

Uniphar PLC – Nominations, Governance & Sustainability Committee

Terms of Reference

The board of Uniphar PLC (the “Board”) hereby constitutes and establishes a Nominations, Governance and Sustainability Committee with authority, responsibility, and specific duties as described below.

1.0 Membership

The Committee shall be appointed by the Board and comprise at least three directors. The majority of the members of the Committee shall be independent non-executive directors.

Appointments to the Committee shall be made by the Board and shall be for a period of up to three years, which may be extended for two further three-year periods, provided the director continues to meet the criteria for membership of the Committee.

The Chairperson of the Board shall be a member of the Committee.

The Committee Chairperson shall be appointed by the Board and shall be either the Chairperson of the Board or another independent non-executive director.

The Committee 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.

The company secretary shall act as the secretary of the Committee.

2.0 Responsibility

The Committee is responsible for:

- overseeing succession planning for the board & senior management and assessing the leadership needs for the Group in terms of the ability of the group to compete effectively in its industry
- monitoring and reviewing developments in law, regulation and best practice relating to corporate governance and making recommendations to the Board and the Committees on changes or additional actions as appropriate.
- providing guidance and oversight on the implementation of the Group’s sustainability agenda.

3.0 Meetings

The Committee should meet at least once per year. Additional meetings should be held as the work of the Committee demands.

Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chairperson.

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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, any other person required to attend and all other non-executive directors, no later than three 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.

4.0 Attendance

Normally only members of the Committee have the right to attend Committee meetings. However, other directors, HR Directors and external advisors may be invited to attend for all or part of any meeting as and when appropriate.

5.0 Quorum

The quorum necessary for the transaction of business shall be two. Directors must be present in person. Any member of a Committee may participate in a meeting conducted wholly or partly by telephonic means whereby the persons participating in the meeting can hear each other speak (and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting).

6.0 Resolution

No resolution passed at any meeting shall be deemed passed unless a simple majority of the Committee present and voting at such meeting shall have voted in favour of such resolution. Where there is an equality of votes, the chairperson of the meeting shall have a second or casting vote.

7.0 Minutes

Minutes of each meeting should reflect information presented, decisions taken and action items, including the names of those present and in attendance.

Minutes should reflect a record of attendance at the meeting. Minutes should also reflect the agenda.

Draft minutes of each Committee meeting are to be prepared and sent to the Committee Chairperson within 7 calendar days of the meeting.

Approval of minutes should be recorded and signed by the Chairperson at the subsequent meeting. The Chairperson of the Committee shall report to the Board at the next Board meeting on the activities of the Committee and minutes circulated to the Board thereafter.

The secretary shall be responsible for keeping minutes of all meetings.

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8.0 Specific Duties

The Committee should carry out the duties below as appropriate:

- 8.1 to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 8.2 to 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;
- 8.3 to give full consideration to succession planning for Directors, in particular the Chairperson and Chief Executive, and Group senior management taking into account the challenges and opportunities facing the Company and what skills and expertise are needed;
- 8.4 to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.5 to keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 8.6 before making a nomination, to evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, to prepare a description of the role and capabilities required for a particular appointment;
- 8.7 in identifying suitable candidates, the Committee shall (i) use such methods to facilitate the search as it deems necessary (ii) consider candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board, including gender and (iii) establish that candidates will have sufficient time to devote to the position;
- 8.8 for the appointment of a Chairperson, to prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
- 8.9 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;
- 8.10 review the results of the board performance evaluation process that relate to the composition of the board;
- 8.11 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;
- 8.12 work and liaise as necessary with all other board Committees.
- 8.13 to 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.

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- 8.14 The Committee shall also make recommendations to the Board as regards:
- formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairperson and chief executive;
 - the appointment of suitable candidates for the role of Deputy Chairperson / Senior Independent Director;
 - the appointment of Chairpersons and members of the Committee and of the Audit Risk & Compliance and Remuneration Committees;
 - the appointment of the Company Secretary;
 - the re-appointment of any non-executive Director at the conclusion of their specified term of office;
 - the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Articles of Association;
 - if and when circumstances deem necessary, the appropriateness of the continuation in office of any Director;
 - the appointment of any director to executive or other office; and
 - the approval of significant changes in the responsibilities of any executive Director.
- 8.15 monitor the Company's compliance with corporate governance best practice, including the UK Corporate Governance Code, and with applicable, legal regulatory and listing requirements and recommend to the Board such changes or additional action as the Committee deems necessary;
- 8.16 advise the Board periodically of significant developments in the law and practice of corporate governance;
- 8.17 provide overall strategic guidance to the Group's sustainability policy, subject to the oversight of the Board;
- 8.18 monitor the Group's compliance with sustainability best practice and with relevant legal and regulatory requirements and recommend to the Board such changes or additional action as the Committee deems necessary;
- 8.19 consider recommendations from the Sustainability Council in respect of the key sustainability issues and related objectives that are material to the Group as a whole, including energy transition, and make recommendations regarding them to the Board;
- 8.20 receive regular reports from the Sustainability Council on its activities, on progress on the Group's sustainability practices and on developments in the external sustainability environment;
- 8.21 receive updates on developments in and approaches to sustainability from appropriate third parties.

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9.0 Reporting

- 9.1 The Committee chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The frequency of and attendance of members at Committee meetings should be disclosed in the annual report.
- 9.3 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.4 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.
- 9.5 The report referred to in 9.4 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.
- 9.6 The Committee shall review and approve the Corporate Governance Report and the Sustainability Report, as contained in the Annual Report and on the Company's website, and any other information being made public in respect of the Company's key corporate governance and sustainability practices.
- 9.7 The Chairperson of the Committee shall attend the Annual General Meeting to answer questions which might arise, on the Committees activities.

10.0 Other matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.2 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
- 10.3 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.