

BOXHILL TECHNOLOGIES PLC (the "Company")

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE

December 2017

CONSTITUTION

The board hereby resolves to establish a committee of the board to be known as the 'Nominations Committee' (the "Committee").

DUTIES AND TERMS OF REFERENCE

The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The committee shall:

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
2. give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future
3. 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
4. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates
5. be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise
6. 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. In identifying suitable candidates the committee shall
 - a. use open advertising or the services of external advisers to facilitate the search
 - b. consider candidates from a wide range of backgrounds
 - c. 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
7. for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the board before appointment and any changes to the chairman's commitments should be reported to the board as they arise.
8. 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
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
10. review the results of the board performance evaluation process that relate to the composition of the board

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
12. work and liaise as necessary with all other board committees.

The committee shall also make recommendations to the board concerning:

13. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive
14. suitable candidates for the role of senior independent director
15. Membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairman of those committees.
16. 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 in the light of knowledge, skills and experience required
17. the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the company's articles of association, having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years)
18. 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
19. the appointment of any director to executive or other office

MEMBERSHIP

1. The board shall appoint the committee chairman (who should be either the chairman of the board or an independent non-executive director) and also the members of the Committee, from amongst the directors of the Company.
2. Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the committee.
3. The Committee shall consist of at least three members, two of which to be a non-executive director. A quorum shall be any two members. 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.
4. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board.
5. The chairman of the board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
6. The company secretary or his or her nominee shall act as the secretary of the committee.

ATTENDANCE AT MEETINGS

1. Only members of the Committee shall have the right to attend Committee meetings. However, both other board members and any other persons that the Committee considers appropriate may be invited to attend all or part of any meeting.

MINUTES OF MEETINGS

1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
2. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the committee chairman it would be inappropriate to do so.

FREQUENCY OF MEETINGS

1. The Committee shall meet at least twice a year. The Committee may meet at other times during the year as agreed between the members of the Committee.

NOTICE OF MEETINGS

1. Meetings of the Committee shall be summoned by the company secretary at the request of the chairman of the Committee.
2. 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 and any other person required to attend no later than 3 days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee (as appropriate) at the same time.

ANNUAL GENERAL MEETING

1. The committee chairman should attend the annual general meeting to answer any shareholder questions on the committee's activities.

VOTING ARRANGEMENTS

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.
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. Save where he has a personal interest, the chairman will have a casting vote.

AUTHORITY

1. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Committee considers this necessary.

REPORTING

1. Draft minutes of each meeting will be circulated to all members of the Committee. On finalisation and signature by the chairman, the minutes of each meeting will be submitted to the board of directors as a formal record of the decisions of the Committee on behalf of the board of directors.
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. 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

4. the report referred to in 9.3 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

GENERAL MATTERS

1. Finalised minutes of the meetings of the Committee will be circulated to the members of the board of directors as part of the board papers for each full meeting of the board of directors.
2. The recommendations of the Committee minutes must be approved by the board of directors before they can be implemented.
3. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board of directors for approval.