

Nominations Committee's terms of reference



Solid State PLC - Nominations Committee's terms of reference

Constitution

The Board hereby resolves to establish a Committee of the Board, to be known as the Nominations Committee, to assist the Board in fulfilling its succession planning and nominations responsibilities.

Membership

The Committee and the Chair of the Committee shall be appointed by the Board. The Committee shall comprise the Chair, one executive director and at least one other independent Non-Executive Directors of the Company.

The Committee shall consist of not less than two members and whenever possible will include at least two Independent non-executive directors. A quorum shall be two members.

The Chair of the Committee shall be appointed by the Board from amongst the non-executive directors appointed to the committee.

Appointments to the Nominations Committee shall be for a period of up to three years, which may be extended for further three year periods as appropriate with Board approval.

Secretary

The secretary of the company shall be the secretary of the Committee.

The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

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 Chair it would be inappropriate to do so.

Attendance at meetings

No one other than the Nominations Committee members shall be entitled to attend Nominations Committee meetings.

To the extent that they are not members of the committee the Chair of the board, other non-executive directors, CEO, finance director, representatives of the external advisors, or other persons shall attend meetings at the invitation of the Committee.

Frequency of meetings

Meetings shall be held not less than once a year and otherwise as required.

Annual General Meeting

The Chair of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

Authority

The Committee is authorised by the Board to:

- investigate any activity within its terms of reference.
- seek any information that it requires from any employee of the company and all employees are directed to cooperate with any request made by the Committee.
- obtain outside legal or independent professional advice, at the company's expense, and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- ☒ Regularly review the Board's structure, size and composition (including skills, knowledge, experience and diversity) and make recommendations to the Board with regard to any changes;
- ☒ 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;
- ☒ keep under review the leadership needs of the organisation, both executive and nonexecutive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- ☒ keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- ☒ be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- ☒ 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:
 - ☒ use open advertising or the services of external advisers to facilitate the search for a Chair or Non-Executive Director and where appropriate for other vacancies;
 - ☒ where appropriate, consider candidates from a wide range of backgrounds;
 - ☒ 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.
- ☒ for the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- ☒ 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;
- ☒ 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;
- ☒ review the results of the Board performance evaluation process that relates to the composition of the Board; and
- ☒ 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. The Committee shall also make recommendations to the Board concerning:
 - ☒ formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chair and Chief Executive;
 - ☒ suitable candidates for the role of Senior Independent Director;
 - ☒ membership of the Audit and Remuneration Committees, in consultation with the chair of those Committees;
 - ☒ 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 the knowledge, skills and experience required;
 - ☒ the re-election by shareholders of Directors under the 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 progressively refreshing the Board (particularly in relation to directors being re-elected for a term beyond nine years);

- ▣ 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
- ▣ The appointment of any Director to executive or other office.

Reporting

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

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

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.

Other matters

The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary as required.

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 Committee shall give due consideration to laws and regulations, the provisions of the QCA Corporate Governance Code and other applicable regulations as appropriate. The Committee shall, on a regular basis, 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 for approval.

The Committee shall make available these Terms of Reference to shareholders through the Company website.

John Macmichael
CEO

Terms of reference approved by the Board of Directors on 1 April 2026.

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