



# Nominations Committee

Terms of Reference

2026 – 1

# NOMINATION COMMITTEE

<b>Membership</b>	<b>Chair</b>	<b>Independent Non-Executive Director</b> <i>(or the Chairman as appointed in the meeting subject to absence)</i>
	Executive Directors	CEO & CFO attend by invitation as part of management.
	Non-Executive Director (s)	Minimum of one Independent NED plus Chair.
	Other	None.
<b>Attendees / Invitees</b>	Specialists or business specific individuals may be requested to attend for specific agenda items or to make presentations to the Committee to assist in their decision making and recommendations to the Board.	
<b>Secretary</b>	Company Secretary or their nominee shall receive papers.	
<b>Quorum</b>	The quorum may be fixed by the directors and unless so fixed at any other number shall be two.	
<b>Meeting Frequency</b>	The Committee shall meet at least twice a year.	
<b>Authority received from</b>	A report will be submitted to the Velocity Composites Board after each meeting.	
<b>Principle Purpose</b>	The principal purpose of the nominations committee is to oversee the process for appointments and succession planning for the board of directors and senior management of Velocity Composites plc.	
<b>Matters reserved</b> <i>(Main Responsibility)</i>	<p>Regularly review the structure, size and composition of the board and make recommendations with regard to changes.</p> <p>Give consideration to succession planning for directors and other senior executives.</p> <p>Responsible for identifying and nominating for approval of the board candidates to fill board vacancies.</p> <p>Keep under review the leadership needs of the organisation.</p> <p>Prepare a description of the role and capabilities required for the particular appointment.</p> <p>Ensure 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.</p> <p>Review the results of the Board performance process that relate to the composition of the board.</p> <p>Review annually the time required from non-executive directors to fulfil their duties.</p> <p>Recommendations on the membership of the Audit &amp; Risk and Remuneration committees in consultation with Chairmen of those committees.</p> <p>Appointment of any executive officer.</p>	
<b>Authority and D.O.A by this Board</b>	<p>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 / matters reserved.</p> <p>Appointments to the Committee are reserved for the Velocity Composites board.</p>	
<b>Special Authority or matters reserved</b>		