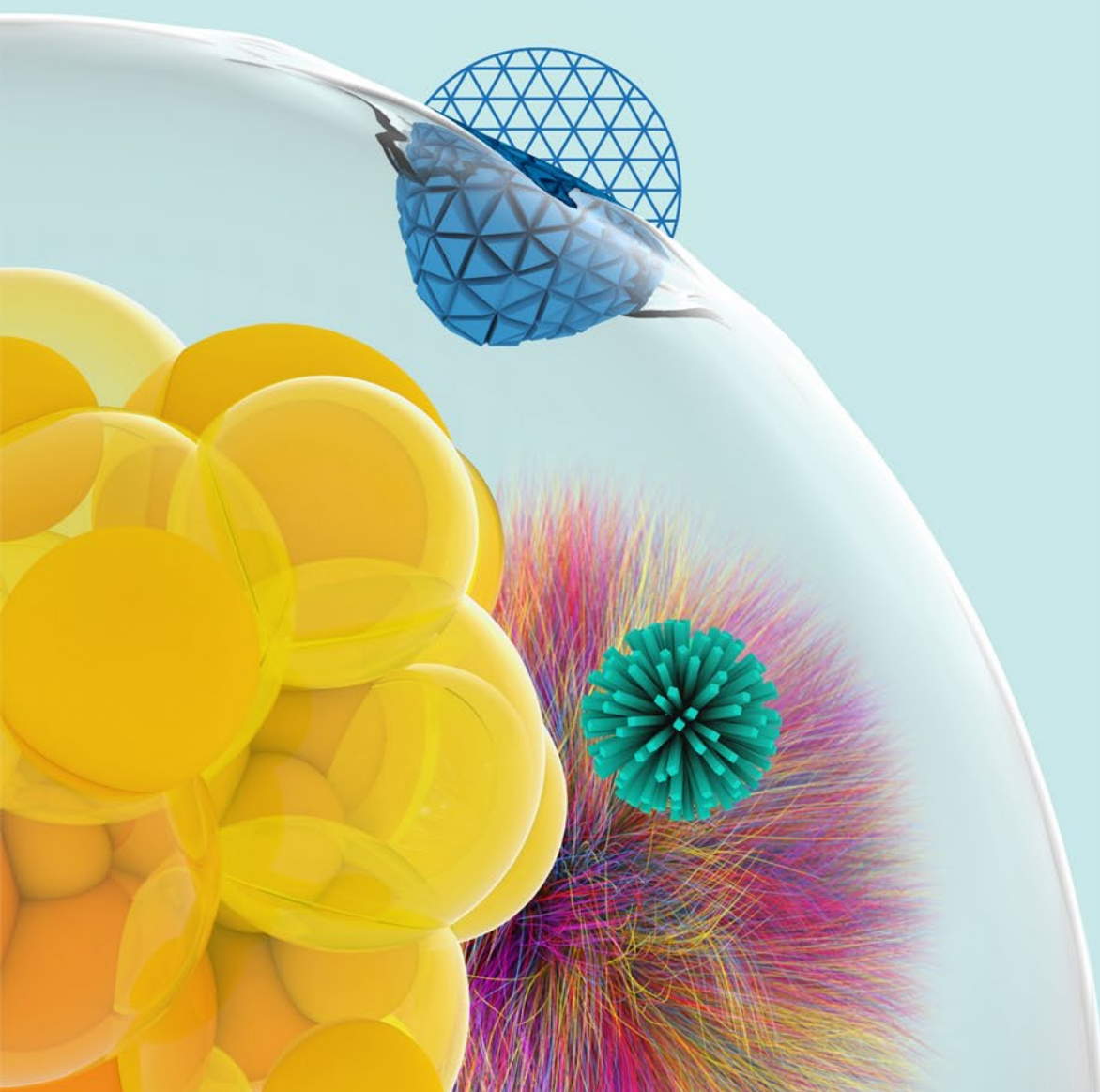




Bango plc

Nomination Committee - Terms of Reference



Bango plc

Nomination Committee

Terms of Reference

1. CONSTITUTION

The nomination committee (Committee) is a sub-committee of and authorized by the board of directors (Board) of Bango plc (Bango) under the Bango articles of association.

2. DUTIES AND TERMS OF REFERENCE

- 2.1. The Committee is responsible for leading the process for Board appointments and making recommendations to the Board.
- 2.2. The Committee shall:
 - 2.2.1 work closely with the Board and the Board Chair (and, where appropriate, the Senior Independent Director) to identify the skills, experience, and other characteristics and capabilities required by the Board, including with a view towards the next stage in Bango's development, linking Bango strategy to future change to the Board, and ensuring these are factored in to succession planning;
 - 2.2.2 identify any potential gaps in skillsets, experience, capabilities and background, and develop robust and transparent appointment criteria;
 - 2.2.3 ensure there is a robust process in place for the orderly appointment of new directors to the Board;
 - 2.2.4 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board for any changes;
 - 2.2.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies;
 - 2.2.6 before appointment is made by the Board, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee:
 - 2.2.6.1 may use the services of external advisers to facilitate the search as appropriate;
 - 2.2.6.2 shall consider candidates from a wide range of backgrounds;
 - 2.2.6.3 shall consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position.
 - 2.2.7 if necessary, provide support to the Board Chair (and, where appropriate, the Senior Independent Director) in taking the steps to remove any underperforming director;
 - 2.2.8 for the appointment of a Board 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;
 - 2.2.9 give full consideration to succession planning for directors, taking into account the challenges and opportunities facing Bango, and the skills and expertise needed on the Board to support these;
 - 2.2.10 consider contingency planning for the absence of key directors; and
 - 2.2.11 oversee the Board performance evaluation process.
- 2.3. The Committee shall also make recommendations to the Board concerning:

- 2.3.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Board Chair and Chief Executive;
 - 2.3.2 suitable candidates for the role of Senior Independent Director;
 - 2.3.3 membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chairs of those committees;
 - 2.3.4 the re-appointment of any non-executive directors 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, as well as length of service to ensure full independence;
 - 2.3.5 the re-election by shareholders of any director under the re-election provisions of the Quoted Companies Alliance Code or the “retirement by rotation” provisions in Bango’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;
 - 2.3.6 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 Bango subject to the provisions of the law and their service contract; and
 - 2.3.7 the appointment of any director to executive or other office.
- 2.4. The Committee shall consider such other matters as may be requested by the Board and work and liaise as necessary with all other Board committees.

3. MEMBERSHIP

- 3.1. The members of the Committee shall be appointed by the Board. The majority of the members of the Committee should be independent non-executive directors. The Board shall appoint the Chair of the Committee who should be either the Board Chair or an independent non-executive director. The Board Chair shall not chair the Committee when it is dealing with the matter of succession to the Chair.
- 3.2. The Committee shall have at least two members.

4. VOTING ARRANGEMENTS

- 4.1. 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 (whether in person or by audio or video conference).
- 4.2. Each member of the Committee shall disclose to the Committee:
 - 4.2.1 any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
 - 4.2.2 any potential conflict of interest.
- 4.3. 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.
- 4.4. Except where they have a personal interest, the Committee Chair will have a casting vote.

5. ATTENDANCE AT MEETINGS

- 5.1. The Committee shall meet at least twice a year. The Committee may meet at other times during the year as required.
- 5.2. Only members of the Committee have the right to attend and vote at Committee meetings but other directors and internal and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 5.3. The company secretary or their nominee shall be the secretary of the Committee.

- 5.4. Meetings of the Committee may be conducted when the members are physically present together or in the form of video or audio conference.

6. NOTICE OF MEETINGS

- 6.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair or any member of the Committee.
- 6.2. 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 five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee Chair.
- 6.3. Notices, agendas and supporting papers may be sent in electronic form.

7. QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be any two independent non-executive director members of the Committee, present in person or by audio or video conference. If there is difficulty in achieving a quorum, independent non-executive directors, who are not members of the Committee, may be co-opted as members for individual meetings.

8. AUTHORITY

- 8.1. The Committee is authorized by the Board to examine any activity within its terms of reference and is authorized to obtain, at Bango's expense, professional advice on any matter within its terms of reference.
- 8.2. 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.
- 8.3. The Committee is authorized to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

9. REPORTING

- 9.1. The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the secretary of the meeting.
- 9.2. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board unless it would be inappropriate to do so.
- 9.3. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.4. The Committee Chair and members shall be listed each year in Bango's annual report.
- 9.5. The Committee shall produce a report to be included in Bango'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.

10. GENERAL MATTERS

- 10.1. The Committee Chair shall attend the annual general meeting to answer shareholder questions on the Committee's activities and areas of responsibility.
- 10.2. The Committee shall have access to sufficient resources to carry out its duties, including access to the company secretary for assistance as required.

- 10.3. The Committee shall give due consideration to laws, regulations and any published guidelines or recommendations as appropriate, including regarding the appointment and duties of directors of listed or non-listed companies.
- 10.4. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.5. The Committee shall ensure that Bango maintains contact as required with its principal shareholders about Board nominations.
- 10.6. The Committee shall make available to shareholders these terms of reference by placing them on Bango's website.

Adopted on the Board meeting of Bango on 20 September 2024

Date of approval by Bango plc Board	Date of next review
20 September 2024	September 2025