



Nomination Committee – Terms of Reference

Approved by the Board on: September 29th 2025

Last reviewed on: September 29th 2025

1. Purpose

The Nomination Committee (the "Committee") is established by the Board of Directors (the "Board") of Windar Photonics PLC to lead the process for Board appointments, ensure appropriate succession planning, and support the development of a balanced and effective Board and senior management team.

2. Authority

The Committee is a committee of the Board and is authorised to:

- Seek any information it requires from any employee of the Company.
- Obtain external legal or professional advice on any matter within its remit.
- Make recommendations to the Board concerning any matters within its remit.

3. Membership

- The Committee shall comprise at least two members, the majority of whom shall be independent non-executive directors.
- The Chair of the Board may be a member but shall not chair the Committee when dealing with the appointment of a successor.
- The Chair of the Committee shall be appointed by the Board.

4. Secretary

The Company Secretary or their nominee shall act as the secretary of the Committee.

5. Meetings

- The Committee shall meet at least once a year, and additionally as required.
- A quorum shall be two members.
- Only Committee members have the right to attend meetings, but others (e.g., CEO, HR) may be invited as appropriate.
- Minutes of meetings shall be taken and circulated to the Board.



6. Duties

The Committee shall:

a. Board Composition & Appointments

- Regularly review the structure, size, and composition (including skills, experience, diversity, and independence) of the Board.
- Lead the process for identifying and nominating candidates for appointment to the Board.
- Recommend candidates for re-election at the AGM, taking into account performance and commitment.
- Ensure that appointments are based on merit and against objective criteria.

b. Succession Planning

- Consider plans for orderly succession to the Board and senior management roles, including emergency succession.
- Ensure that succession plans are aligned with the Company's values and long-term strategy.

c. Evaluation

- Oversee the annual evaluation of Board and committee performance.
- Monitor the results and recommend changes where appropriate.

d. Conflicts of Interest

- Review potential conflicts of interest for Board candidates and existing directors.

e. Diversity

- Consider diversity of gender, ethnicity, background, and thought when making Board recommendations.
- Support the Company's diversity and inclusion policy.



7. Reporting Responsibilities

- The Committee Chair shall report formally to the Board on its proceedings after each meeting.
- The Committee shall produce an annual report to be included in the Company's Annual Report, including:
 - The process used for appointments.
 - Explanation of how diversity and inclusion are supported.
 - Details of the evaluation process (if conducted).

8. Other Matters

The Committee shall:

- Have access to sufficient resources to carry out its duties.
- Arrange for periodic reviews of its own performance and terms of reference.
- Ensure ongoing training and development for its members.

9. Review of Terms of Reference

These Terms of Reference shall be reviewed annually and any proposed changes shall be submitted to the Board for approval.

10. QCA Corporate Governance Code

The Committee shall consider and support the principles of the QCA Corporate Governance Code, as adopted by the Board. In particular, the Committee shall ensure that the composition and succession of the Board are consistent with the principles of good governance, board effectiveness, and stakeholder confidence as promoted by the QCA Code.

The Committee shall ensure that its activities and recommendations align with the relevant principles in the Code, notably Principle 5 (Maintain the board as a well-functioning, balanced team led by the Chair) and Principle 6 (Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities).