

Gattaca plc
Nomination Committee
Terms of Reference

The primary responsibility of the Nomination Committee is evaluate the balance of skills, knowledge, experience and diversity of the Board, and ensuring progressive renewal of Board membership through orderly succession planning.

1. MEMBERSHIP

- (a) The Committee shall comprise at least three members, of whom two shall be non-executive Directors and the Board Chair.
- (b) Members of the Committee shall be appointed by the Board.
- (c) Appointments to the Committee shall be for a period of up to three years, which may be extended for two further periods of up to three years, provided the member remains independent.
- (d) The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2. SECRETARY

- (a) The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

3. MEETINGS

- (a) The Committee shall meet at least twice a year and otherwise as required.
- (b) The quorum necessary for the transaction of business shall be two members.
- (c) A member of the Committee may participate in a Committee meeting by telephone or video conference.
- (d) Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the HR Director and external advisers may be invited to attend all or part of any meeting as and when appropriate.

4. NOTICE OF MEETINGS

- (a) Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
- (b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate no later than two working days before the date of the meeting.

5. MINUTES OF MEETINGS

- (a) The Secretary, or his or her nominated representative shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- (b) The Committee Chair shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- (c) Draft Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

6. DUTIES

(a) Responsibilities and powers:

The Committee shall be responsible for the following in connection with appointments to the Board and leadership positions:

- (i) identify and nominate for the approval of the Board, candidates to fill Board and Management Board vacancies as and when they arise, save that the appointment as Chairman or Chief Executive Officer shall be matters for the Board;
- (ii) before making an appointment, evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- (iii) review annually the time required from a Non-Executive Director and assess whether that Non-Executive Director is spending sufficient time in fulfilling his/ her duties;
- (iv) for the appointment of the Chairman, prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
- (v) establish a formal, rigorous and transparent procedure for the appointment of new Directors to the Board, based on merit measured against objective criteria. 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;
- (vi) consider candidates from a wide range of backgrounds, having regard to diversity;
- (vii) give full consideration to succession planning for the Board and Management Board, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed, reporting to the Board regularly;
- (viii) regularly review the structure, size and composition (including the skills, knowledge, experience and independence of the Board) and recommend any necessary changes to the Board;
- (ix) keep under review the leadership needs of the Company, both Executive and Non-Executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;

- (x) 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 services and involvement outside Board meetings;
- (xi) consider and make recommendations to the Board about the reappointment of any independent Non-Executive Director at the conclusion of their specified time of office or retiring in accordance with the Company's Articles;
- (xii) consider and make recommendations to the Board on any matter relating to the continuation in office of any Director at any time;
- (xiii) consider and make recommendations to the Board on the composition of the Remuneration Committee; and
- (xiv) approve the appointment of members of the management Board who are not Executive Directors.

(b) Reporting Responsibilities

- (i) The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (ii) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- (iii) The Committee shall compile a report to shareholders on its activities to be included in the Company's Annual Report.
- (iv) The Committee shall make its terms of reference publicly available and review these terms of reference on a regular basis and, if necessary, make recommendations to the Board for their amendment.

(c) Other Matters

- (i) The Committee shall give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the AIM Rules and associated guidance as appropriate.
- (ii) The Committee shall oversee any investigation of activities which are within its terms of reference and act as a court of the last resort.
- (iii) At least once a year, the Committee shall 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.
- (iv) The Committee Chair shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

7. RESOURCES

- (a) The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.

- (b) The Committee is authorized by the Board to obtain, at the Group's expense, outside legal or other independent professional advice as it considers necessary on any matter within its terms of reference.
- (c) The Committee is authorized to seek any information it requires from any employee of the Group in order to perform its duties; and all employees are expected to cooperate with any request made by the Committee.