

NAKED WINES PLC

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE

1. INTRODUCTION

- 1.1 The Nominations Committee (the “Committee”) is constituted as a Committee of the Board of Directors of Naked Wines plc (the “Company”). The duties and responsibilities of the members of the Committee are in addition to those as Members of the Board.
- 1.2 The Committee has as its main purpose to ensure that the Board of Directors consists of persons with the skills and attributes needed by the Company and to make recommendations to the Board for the appointment of suitable persons to the respective committees of the Board.

2. PURPOSE

The purpose of these Terms of Reference is to set out the Committee’s role and responsibilities as well as the requirements for its composition and meeting procedures.

3. COMPOSITION

- 3.1 Members of the Committee shall be appointed by the Board as follows:
- 3.1.1 The Chairman of the Board is an ex-officio member of this Committee and shall also be the chairman of this committee (the “Chairperson”);
- 3.1.2 The Chairman of Remuneration Committee of the Company, or in his/her absence, a non-executive member of the Board; and
- 3.1.3 The Chairman of Audit Committee of the Company, or in his/her absence, a non-executive member of the Board.

4 MEETINGS / PROCEEDINGS

- 4.1 **Frequency**
The Committee shall meet on an ad-hoc basis at the request of any one of the members of the Committee or the Board.
- 4.2 **Attendance**
- 4.2.1 In the absence of the Chairperson, the members present may nominate and elect one of them to chair meetings.
- 4.2.2 Meetings of the Committee shall be convened by the Company Secretary, who shall be the Secretary of the Committee, at the request of any one of the members of the Committee or the Board.
- 4.2.3 Professional advisors and members of the Board may attend Committee meetings, but by invitation only and they may not vote.
- 4.2.4 The Chairperson, at his/her discretion, may exclude anyone from a meeting if a conflict of interest is considered to be present.

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4.2.5 In the event of a Committee member being absent from a meeting for two consecutive meetings, such Committee member shall be dealt with at the discretion of the Chairperson.

4.3 Quorum

4.3.1 The quorum for decisions of the Committee shall be any two members present throughout the meeting who shall vote on the matter for decision.

4.3.2 The Chairperson may consult members of the Committee at any time and may conclude any matter requiring the approval of the Committee by means of a round robin resolution to be ratified by the full Committee, at its next meeting.

4.4 Agenda and Minutes

4.4.1 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 and any other person required to attend before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate, at the same time.

4.4.2 The Chairperson may meet with any executive and / or the Company Secretary prior to meetings to discuss important matters and to agree on the agenda.

4.4.3 The Company Secretary shall take minutes of meetings which shall be circulated to the Committee members for review. The minutes will be formally considered and approved at the next scheduled meeting.

4.4.4 The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

4.4.5 The Committee shall report to the Board on its activities at the Board meeting following each Committee meeting.

5 ROLE AND RESPONSIBILITIES OF THE COMMITTEE

5.1 The Committee has an independent **role** and operates as an overseer and maker of recommendations to the Board for its consideration and final approval. The Committee shall assist the Board by ensuring that:

5.1.1 Suitable recommendations in respect of members to serve on the various Board committees, as determined from time to time, are made to the Board taking into consideration qualifications and skills; and

5.1.2 Induction and ongoing training and development of Directors takes place.

5.2 The Committee has the following **responsibilities** and must perform the functions necessary to fulfil its role as stated above and include the following:

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- 5.2.1 Identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 5.2.2 Review the size, structure and composition of the Board and Board committees (including the skills, knowledge, experience and diversity) from time to time and make recommendations for appointments or changes that will result in an appropriate composition for them to execute their duties effectively;
- 5.2.3 Consider and recommend to the Board the appointment of Executive Directors, including the approval of reward packages in line with the policies of the Company;
- 5.2.4 Ensure that succession plans are in place for Directors and other senior executives as determined from time to time within the organisation, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future;
- 5.2.5 Recommend to the Board any matters relating to the continuation in the 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;
- 5.2.6 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;
- 5.2.7 Establish an induction programme for new appointees to the Board;
- 5.2.8 Ensure that inexperienced Directors are developed through training and a mentorship programme;
- 5.2.9 Oversee the development and implementation of a continuing professional development programme for Directors;
- 5.2.10 Ensure that Directors receive regular briefings on changes in risks, laws and the environment in which the Company operates; and
- 5.2.11 Ensure that an annual performance evaluation of the Board, individual Directors, committees of the Board and the Chairperson is conducted.

6 AUTHORITY, REPORTING AND ACCOUNTABILITY

- 6.1 The Committee acts in terms of a delegation of authority from the Board as recorded in these Terms of Reference and has the power to investigate any matter which falls within the scope of these Terms of Reference.
- 6.2 The Committee may call upon the chairmen of another committee or any of the Executive Directors, officers or Company Secretary to provide it with

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information and has reasonable access to all the company's records, facilities and resources so as to enable the Committee to discharge its duties and responsibilities.

- 6.3 The Committee may delegate to any one or more of its members, authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation shall be reported to the Committee at its next meeting.
- 6.4 The Committee has the right to obtain independent outside professional advice to assist it with the execution of its duties, at the company's costs. Such request shall be made in terms of the agreed procedure.

7. APPROVAL AND REVIEW

These Terms of Reference were approved by the Committee and may be reviewed as and when necessary and amended as required.

APPROVED October 2018
REVISED August 2020