

## **TERMS OF REFERENCE SELECTION AND NOMINATION COMMITTEE**

**OF**

**MOTORK PLC.**

### **1. Introduction**

- 1.1. These terms of reference have been prepared by the Board pursuant to clause 12.4 of the Board Rules and have been adopted by the Board with effect as of 5 November 2021.
- 1.2. The Selection and Nomination Committee is a standing committee of the Board.
- 1.3. Certain capitalised terms used but not defined in these terms of reference have the meanings given to them in the Board Rules.

### **2. Composition**

- 2.1. The Selection and Nomination Committee shall consist of no less than two (2) and no more than four (4) members. All members of the Selection and Nomination Committee must be Non-Executive Directors. More than half of the members of the Selection and Nomination Committee (including the chair of the Selection and Nomination Committee) shall be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- 2.2. The members of the Selection and Nomination Committee shall be appointed and may be replaced at any time by the Non-Executive Directors.
- 2.3. The Selection and Nomination Committee shall appoint one of its members as chair.
- 2.4. Generally the term of office of a member of the Selection and Nomination Committee will not be set in advance. It will, inter alia, depend on the composition of the Board as a whole and other committees of the Board from time to time.

### **3. Duties and responsibilities**

- 3.1. With respect to the selection, nomination and appointment procedures, the Selection and Nomination Committee shall in any event be responsible for:
  - (a) drawing up selection criteria and appointment procedures for Board members;
  - (b) periodically assessing of the size and composition of the Board, and making a proposal for a composition profile of the Non-Executive Directors;

- (c) periodically assessing the performance of individual Board members and reporting this to the Non-Executive Directors;
- (d) drawing up a plan for the succession of Board members;
- (e) making proposals for appointments and reappointments of Board members; and
- (f) supervising the policy of the Board regarding the selection criteria and appointment procedures for senior management.

3.2. The Selection and Nomination Committee has the authority to retain and terminate any advisors, including search firms to identify candidates for the Board or for executive positions, compensation consultants as to those individuals and legal counsel, including authority to approve all such advisers' reasonable fees and other retention terms.

3.3. The Selection and Nomination Committee shall report on its deliberations and findings to the Board. Any such report shall include information on how the duties of the Selection and Nomination Committee were carried out in the previous financial year, the composition of the Selection and Nomination Committee, the number of meetings of the Selection and Nomination Committee, and the main items discussed at those meetings.

#### **4. Meetings**

4.1. The Selection and Nomination Committee shall meet as often as it considers necessary but at least once a year.

4.2. The quorum of any meeting shall be one member in case the Selection and Nomination Committee is composed of two members. The quorum of any meeting shall be two members in case the Selection and Nomination Committee is composed of three or four members.

4.3. A Selection and Nomination Committee meeting is convened by the chair of the Selection and Nomination Committee. The notice shall contain the meeting's agenda and shall be issued by e-mail. The chair of the Selection and Nomination Committee shall make every effort to ensure that there is sufficient time between the notice and the date of the meeting.

4.4. The chair of the Selection and Nomination Committee or, in his absence, any other Selection and Nomination Committee member shall keep minutes of the meeting which shall be adopted in the same meeting or in the next meeting of the Selection and Nomination Committee.

4.5. Each member of the Remuneration Committee has one vote. Resolutions will be taken by a simple majority of the votes. In case of a tie vote the vote of the chair is the decisive vote.

#### **5. Miscellaneous**

- 5.1. The Board may amend these terms of reference and/or revoke any powers granted by it to the Selection and Nomination Committee.
- 5.2. These terms of reference together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the members of the Selection and Nomination Committee shall comply with this charter and the relevant provisions of the Board Rules.