

**Abcam plc**  
**Nomination Committee**  
**Terms of Reference**

These Terms of Reference were adopted in place of the previous Terms of Reference by resolution of the Board effective 22 October 2020.

## **PURPOSE**

- 1.1 In accordance with AIM Rule 26, the Company is required to specify which corporate governance code it has decided to apply. As the Board is committed to maintaining high standards of corporate governance, the Directors has chosen to comply with (i) the provisions of the UK Corporate Governance Code, insofar as is practicable given the Company's size and constitution of the Board, and (ii) any applicable rules of the Nasdaq Stock Market LLC ("*Nasdaq*"). The Committee's responsibilities under these Terms of Reference are subject to any applicable exemptions and transition periods under the Nasdaq rules (or stock exchange where the Company's securities are listed) and the rules and regulations of the Securities and Exchange Commission ("*SEC*").
- 1.2 The purpose of the Nomination Committee ("*Committee*") is, among other things, to lead the process for appointments, ensure plans are in place for orderly succession to both the board and senior management positions, and oversee the development of a diverse pipeline for succession.

## **2. CONSTITUTION AND MEMBERSHIP**

- 2.1 The Committee has been established as a committee of the Board by resolution of the Board.
- 2.2 The members of the Committee shall be appointed by the Board. The Committee shall comprise at least three members, (i) the majority of whom shall be independent non-executive directors, and (ii) each of whom shall qualify as an "independent director" as defined by Nasdaq Rule 5605(a)(2), except as otherwise permitted by applicable Nasdaq rules.
- 2.3 The chairman of the Committee shall be appointed by the Board and should either be the Chairman of the Board or another director who satisfies the requirements referenced in 1.1 above. In the absence of the chairman of the Committee and/or an appointed deputy, the members present shall elect one of their number present to chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board. The Chairman of the Board should not chair the Committee when it is dealing with the appointment of a successor as chairman to the Committee.
- 2.4 Appointments to the Committee shall be for a period of up to three years, which may be extended by no more than two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 2.5 The Company Secretary shall act as the Secretary of the Committee. Where the Secretary is also an executive director or a director who does not qualify as independent under the Nasdaq Rules, the Committee may nominate one of its members to act as secretary for any meeting or executive session, which the Committee wishes to hold without executive directors or without directors who do not qualify as independent under the Nasdaq Rules being present. The Secretary of the Committee will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## **3. ATTENDANCE**

- 3.1 The Committee may request other individuals, including but not limited to, the Chairman of the Board (if not already on the Committee), Chief Executive Officer, the head of Human Resources, any relevant senior management and internal or external advisers to attend for all or part of meetings of the Committee, either regularly or by invitation, but such invitees have, (save in the case of the Chairman of the Board as appointed to the Committee in accordance with paragraph 2.2 above) no right of attendance.

#### **4. MEETINGS AND PROCEEDINGS**

- 4.1 The Committee will meet at least once each year, and at such other times as the chairman of the Committee shall think fit.
- 4.2 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any member.
- 4.3 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, to any other person required to attend, and to all other directors, at least five working days prior to the date of the meeting.
- 4.4 The quorum for meetings of the Committee shall be two members, of whom at least one must be a non-executive director.
- 4.5 Each member of the Committee shall have one vote, which may be cast on matters considered at the meeting. Decisions of the Committee will be made by majority vote.
- 4.6 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 on such matter.
- 4.7 In the event of an equality of votes the chairman of the Committee will, save where he has a personal interest, have a second or casting vote.

#### **5. REPORTING**

- 5.1 The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.2 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee. 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 chairman, it would be inappropriate to do so (for example a conflict of interest exists).
- 5.3 The Committee shall make whatever recommendations to the Board that it deems appropriate in the context of the scope of its responsibilities.
- 5.4 The Committee shall prepare a report each year to be included in the Company's annual report about its activities, including:
  - 5.4.1 the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
  - 5.4.2 how the board evaluation has been conducted, the nature and extent of an external evaluator's (if any) contact with the board and individual directors, the outcomes and actions taken, and how it has or will influence board composition;
  - 5.4.3 the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
  - 5.4.4 the gender balance of those in senior management and their direct reports.
- 5.5 If an external search agency has been used in relation to appointments of the chairman of the Board and the non-executive directors, it should be identified in the annual report and a statement about any other connection it has with the Company or individual directors.

- 5.6 The chairman of the Committee should be present at the Company's annual general meeting to respond to questions on matters within the responsibility of the Committee.

## **6. DUTIES OF THE COMMITTEE**

The Committee should carry out the duties detailed below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.

- 6.1 The duties of the Committee are:

- 6.1.1 to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board with regard to any adjustments that are deemed necessary or advisable and to give full consideration to succession planning for its directors and other senior executives.
- 6.1.2 to consider the length of service of the Board as a whole so that the membership of the Board is regularly refreshed.
- 6.1.3 to ensure plans are in place for an orderly succession to the Board and senior management positions.
- 6.1.4 to ensure that appointments and succession plans are based on merit and objective criteria and, within that context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths
- 6.1.5 to keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the ability of the Company to compete effectively in the marketplace.
- 6.1.6 to take an active role, working with human resources, in setting and meeting diversity objectives and strategies for the Company as a whole, and monitoring the impact of diversity initiatives.
- 6.1.7 to take into account diversity of personal attributes in order to ensure the Board comprises individuals who display a range of social skills.
- 6.1.8 to consider the role and capabilities required for a particular appointment, having evaluated the balance of skills, knowledge, experience and diversity on the Board.
- 6.1.9 to identify and nominate for the approval of the Board, candidates to fill Board and Board committee vacancies as and when they arise.
- 6.1.10 to agree the process to be undertaken to identify, sift and interview suitable candidates for the role of the chairman of the Board and non-executive directors, paying attention to how the interview process is conducted so that candidates from diverse backgrounds are not disadvantaged. In identifying suitable candidates the Committee shall:
- 6.1.10.1 use open air advertising or the services of external advisers to facilitate the search for the chairman of the Board and non-executive directors;
- 6.1.10.2 consider candidates from a wide range of backgrounds;
- 6.1.10.3 consider candidates on merit and against objective criteria and, within that context, promote diversity on the Board (as mentioned in 6.1.4 above), including gender, social and ethnic backgrounds, cognitive and personal

strengths, taking care that appointees have enough time available to devote to the position.

- 6.1.11 to consider and review the Board's policy on diversity on the Board, including gender, any measurable objectives that the Board has set for implementing the policy and progress on achieving those objectives.
  - 6.1.12 to satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior management positions and oversee the development of a diverse pipeline for succession.
  - 6.1.13 to review annually the time needed to fulfil the roles of Chairman of the Board, senior independent director and non-executive director, and undertake an annual performance evaluation of the Board to ensure that all members of the Board have devoted sufficient time to fulfil their duties.
  - 6.1.14 to keep up- to- date with and be fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
  - 6.1.15 to ensure on appointment that a candidate has sufficient time to undertake the role, and review his commitments and conflicts and potential conflicts of interest.
  - 6.1.16 to ensure that the Secretary on behalf of the Board has formally written to appointees, detailing the role and time commitments, requesting information regarding conflicts and potential conflicts of interest and proposing an induction plan produced in conjunction with the chairman, and, for non-executive directors, detailing committee service and involvement outside board meetings.
  - 6.1.17 in performing its responsibilities, to take into account all factors which are required or which the Committee deems necessary, including, but limited to, relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code, the AIM Rules for Companies, the Nasdaq rules (or the rules of any other national or global securities exchange on which the Company's securities are listed), the rules and regulations of the U.S. Securities and Exchange Commission ("*SEC*") and any other applicable rules, regulations or guidance as appropriate.
  - 6.1.18 to review at least once a year the Committee's own performance, constitution and terms of reference, and make recommendations to the Board as deemed necessary or advisable to ensure that it is operating at maximum effectiveness.
  - 6.1.19 to consider any information received from the directors regarding that director's conflicts or potential conflicts of interest with the Company and make recommendations to the Board in respect thereof as referred to in paragraph 6.2.4 below.
- 6.2 The Committee shall make recommendations to the Board:
- 6.2.1 with regard to succession plans for both executive and non-executive directors.
  - 6.2.2 with regard to suitable candidates for the role of senior independent director.
  - 6.2.3 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office.
  - 6.2.4 with regard to the consideration and approval of the conflicts and potential conflicts of interests of directors pursuant to section 175(4)(b) of the Companies Act 2006

including, without limitation, any suggested restrictions, limitations or qualifications on such authorisations.

- 6.2.5 concerning the re-election by shareholders of any director under the “retirement by rotation” provisions in the Articles of Association of the Company.
  - 6.2.6 concerning any matters relating to the continuation in office as a director of any director at any time.
  - 6.2.7 concerning the appointment of any director to executive or other office.
  - 6.2.8 with regard to the membership and chairmanship of the Audit and Risk Committee, the and Remuneration Committees and any other committee of the Board.
- 6.3 In addition to the duties and responsibilities expressly delegated to the Committee in these Terms of Reference, the Committee may exercise any other powers and carry out any other responsibilities consistent with these Terms of Reference, the purposes of the Committee, the Company’s Articles of Association and applicable exchange rules.

## **7. OTHER MATTERS**

- 7.1 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.
- 7.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 7.3 The Committee shall work with and liaise as necessary with the Board and the other Board committees.

## **8. AUTHORITY**

- 8.1 The Committee is authorised by the Board to investigate any activity or state of affairs within these Terms of Reference.
- 8.2 The Committee is authorised to seek any information it requires from any employees or officers of the Company in order to perform its duties. In seeking any advice or assistance from any of the Company’s executives, the Committee is to ensure that such role is clearly separated from the executive’s role within the business.
- 8.3 The Committee is authorised to obtain, at the Company’s expense, expert advice from the Company’s auditors, professional advisers or otherwise, and to take independent professional advice and to require the attendance of outsiders with relevant experience and expertise if it considers it necessary.
- 8.4 The Committee is authorised to select, set the terms of reference and appoint consultants and advisers, including but not limited to, third-party search firms, at the Company’s expense.
- 8.5 The Committee is authorised to commission any reports or surveys which it deems necessary to fulfil its obligations.