

ABRDN ASIA FOCUS PLC

NOMINATION COMMITTEE

TERMS OF REFERENCE

All listed companies should have a Nomination Committee which should lead the process for Board appointments and make recommendations to the Board.

The Nomination Committee should consist of a majority of independent non-executive Directors. The Chairman of the Board is also the Chairman of the Committee.

Duties

The Committee should:

- be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- before making an appointment, the Nomination Committee should evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- review annually the time required from a non-executive Director. Performance evaluation should be used to assess whether the non-executive Director is spending enough time to fulfil their duties;
- give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future;
- regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
- make a statement in the Annual Report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance of members over the course of the year; and disclose to shareholders in the Annual Report the contributions provided by each Director during the year
- make publicly available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and

- 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.

The Committee should make recommendations to the Board:

- as regards plans for succession;
- concerning the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's articles of association;
- concerning any matters relating to the continuation in office of any Director at any time; and;
- concerning the appointment of any Director to other office (e.g. Chairman of the Audit Committee) other than to the positions of chairman and chief executive, the recommendation for which would be considered at a meeting of the Board.

Revised 14 October 2024