

Judges Scientific plc
Nomination Committee Terms of Reference
(adopted by the Board on 21.04.2026)

Purpose	The Nomination Committee (the Committee) is a Committee of the Judges Scientific plc (the Company) Board of Directors (the Board). Its principal role is to lead the process for board appointments and to ensure that the composition, skills, and diversity of the Board and its Committees support the long-term success of the Company and the Group.
Reports to	The Board of the Company (via the Committee Chair (the Chair), who will report on the Committee's proceedings after each meeting and will make recommendations to the Board where necessary.
Membership	<ul style="list-style-type: none"> • The Committee shall comprise of at least three members. A majority of the members of the Committee shall be independent non-executive directors. • Appointments to the Committee are made by the board on the recommendation of the nomination Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee. • On joining the Committee, members will be expected to undertake appropriate training as necessary. Subsequently it will be anticipated that their knowledge is kept up to date.
Chair	<ul style="list-style-type: none"> • The Chair shall be appointed by the Board and should be either the chair of the board or an independent non-executive director. • In the absence of the Chair and/or an appointed deputy, the remaining Committee members present shall elect one of themselves as Chair. • The Chair shall not chair the Committee when dealing with the matter of succession of the chair of the board. • The Chair shall attend the Company's AGM prepared to respond to any shareholder questions on the Committee's activities and responsibilities. • The Chair should engage with shareholders on significant matters related to the Committee's areas of responsibility.
Secretary	The Company Secretary, or their nominee, (the Secretary) shall act as secretary of the Committee and will ensure the timely delivery of papers to enable full and proper consideration to be given to the business of the meeting.
Quorum	The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors.
Attendance	Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

Frequency	<ul style="list-style-type: none"> The Committee shall meet at least two times a year and otherwise as required.
Notice	<ul style="list-style-type: none"> Meetings shall be called by the Secretary of the Committee at the request of the Chair or any of its members. Where possible, notice shall be given at least five working days before the date of the meeting confirming the venue, time and date together with an agenda of items to be discussed. Virtual meetings held via conference call applications are permitted.
Minutes	<ul style="list-style-type: none"> Minutes shall be prepared by the Secretary. Draft minutes shall be circulated promptly to the Chair and once agreed, to all Committee members and other Board members, unless the Chair considers it inappropriate to do so.
Review	<p>Review performance and terms of reference to be completed annually, to ensure the Committee is operating at maximum effectiveness and any changes to be recommended to the Board for approval.</p>
Duties	<p>The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.</p> <p>The Committee shall:</p> <ul style="list-style-type: none"> Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes. Ensure plans are in place for orderly succession to board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future. Keep under review the leadership needs of the organisation, both executive and nonexecutive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace. Keep up-to-date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates. Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall: <ul style="list-style-type: none"> <i>where appropriate, use open advertising and/or the services of external advisers to facilitate the search</i> <i>consider candidates from a wide range of backgrounds</i> <i>consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care</i>

that appointees have enough time available to devote to the position.

- Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the board.
- 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.
- Review the results of the board performance evaluation process that relate to the composition of the board and succession planning.
- Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- Work and liaise as necessary with other board Committees, ensuring the interaction between Committees and with the board is reviewed regularly.

The Committee shall also make recommendations to the board concerning

- Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
- Suitable candidates as new directors and succession for existing directors.
- Membership of the Audit and Remuneration Committees, and any other board Committees as appropriate, in consultation with the chair of those Committees.
- The re-appointment of non-executive directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required.
- The re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the company's articles of association, having due regard to their performance and ability, and why their contribution is important to the company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual directors, the chair and the board as whole.
- Any matters relating to the continuation in 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.
- The appointment of any director to executive or other office.

<p>Reporting</p>	<ul style="list-style-type: none"> • The Committee chair shall report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken. • The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion when necessary. • Reporting should reflect how Committee decisions support long-term strategy • The Committee shall produce a report to be included in the company's annual report describing the work of the nomination Committee, including : <ul style="list-style-type: none"> • <i>the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline</i> • <i>how board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition</i> • <i>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</i> • <i>the gender balance of those in the senior management team and their direct reports.</i> • If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.
<p>Other Matters</p>	<p>The Committee shall:</p> <ul style="list-style-type: none"> • Have access to sufficient resources to carry out its duties, including access to the Secretary and other Group functions for assistance. • Be provided with appropriate and timely training, including an induction programme for new members. Committee members may request specific training where required. • Give due consideration to laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules sourcebook and any other applicable rules, as appropriate. <p>Conflicts of interest:</p> <ul style="list-style-type: none"> • At the beginning of each meeting, all Committee members shall declare the existence of any conflicts of interest arising. • Any member declaring an interest may speak and be counted in the quorum for that business at the Chair's discretion, subject to the Company's Articles of Association. • Ensure that a periodic evaluation of the Committee's own performance is carried out. • At least annually, review the Committee's 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.

Authority	The Committee is authorised by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
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