



YEW GROVE

REIT PLC

Terms of reference for the Nominations Committee of the Board of Directors of Yew Grove REIT plc (the “Company”)

Board Approval: 30 April 2018

There shall be established a committee of the board, duly constituted in accordance with the UK Corporate Governance Code and the Irish Corporate Governance Annex thereto (the “UK Code”) and the Company’s constitution, to be known as the Nominations committee.

References to ‘the committee’ are to ‘the Nominations committee’. References to ‘the board’ are to ‘the board of directors’.

1. Membership

- 1.1 Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the relevant member still meets the criteria for membership of the committee.
- 1.2 Generally, the majority of the committee shall comprise independent non-executive directors of the board for the time being.
- 1.3 The board shall appoint the committee chairman who should be either the chairman of the board or an independent non-executive director. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves 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 shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
- 1.4 Only members of the committee have the right to attend committee meetings. However, other individuals such as officers and staff of the Company and other directors and representatives from the service providers to the Company may be invited to attend all or part of any meeting as and when appropriate and necessary.

2. Secretary

The Company Secretary or his or her nominee shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two, at least one of whom must be an independent non-executive director. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.
- 3.2 The members of the committee may meet for the despatch of business, adjourn and otherwise regulate meetings as they think fit. Without prejudice to the foregoing, all or any of the members of the committee may participate in a meeting of the committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A member of the committee so participating shall be deemed to be present in person at the meeting and shall be entitled to fully participate and be counted in the quorum accordingly.
- 3.3 Without prejudice to the provisions of paragraphs 3.1 and 3.2 above, the members of the committee may make decisions without a meeting, by unanimous written consent, but only when deemed appropriate and necessary by the committee chairman.

4. Frequency of meetings

- 4.1 The committee shall meet at least once a year and otherwise as required.
- 4.2 Outside of the formal meeting programme, the committee chairman will maintain a dialogue with key individuals involved in the Company's governance, including the chairman of the board.

5. Notice of meetings

- 5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.
- 5.2 Unless otherwise agreed, 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, any other person required to attend and all other non-executive directors, if any, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
- 5.3 The notice period set out in paragraph 5.2 may be reduced at the sole discretion of the committee chairman to whatever they consider appropriate.
- 5.4 The committee may send notices, agendas and supporting papers in electronic form where the recipient has agreed to receive the documents in such a way.

6. Voting arrangements

- 6.1 Each member of the committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the committee.
- 6.2 If a matters 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 at the meeting.
- 6.3 Except where he has a personal interest, the committee chairman shall have a casting vote.



6.4 The committee chairman may ask any attendees of a committee meeting to leave the meeting to allow discussion of matters relating to them.

7. Minutes of meetings

7.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

7.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

7.3 Draft minutes of committee meetings shall be circulated promptly to all members of the committee and, once agreed, to all other members of the board, if any, unless it would be inappropriate to do so in the opinion of the committee chairman.

8. Annual General Meeting (“AGM”)

The committee chairman should attend the annual general meeting of the Company to answer any shareholder questions on the committee’s activities.

9. Duties

The committee should carry out the duties below for the Company and the group as a whole, as appropriate. The committee should: -

- i. regularly review the structure, size and composition of the board and make recommendations to the board with regard to any changes;
- ii. assess the effectiveness and performance of the board and each of its committees including consideration of the balance of skills, experience, independence and knowledge of the Company on the board, its diversity, including gender, how the board works together as a unit, and other factors relevant to its effectiveness;
- iii. give full consideration to succession planning for directors and other senior executives of the Company, if any, in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future, in particular with respect to the chairman of the Company;
- iv. be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
- v. before any appointment is made by the board, evaluate the balance of skills, knowledge, experience, independence 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. In identifying suitable candidates the committee shall:
 - a. consider using open advertising or the services of external advisers to facilitate the search;
 - b. consider candidates from a wide range of backgrounds; and
 - c. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that



- appointees have enough time available to devote to the position.
- d. for the appointment of a chairman of the Company, the committee should prepare a job specification, including the time commitment expected, recognising the need for availability in the event of crises. The proposed chairman's other significant commitments should be disclosed to the board before the appointment and any changes to the chairman's commitments should be reported to the board as they arise and included in the annual report;
 - e. prior to the appointment of a director discuss and agree with the NOMAD and ESM Advisor on the suitability of that director for the Board,
 - f. prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
 - g. 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;
 - h. review the results of the board performance evaluation process that relate to the composition of the board;
 - i. 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;
 - j. keep under review the leadership needs of the Company with a view to ensuring the continued ability of the Company to compete effectively in the marketplace; and
 - k. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- vi. The committee shall also make recommendations to the board concerning:-
- a. formulating plans for succession for non-executive directors and in particular for the key role of chairman of the Company;
 - b. suitable candidates for the role of senior independent director;
 - c. membership of the audit committee and any other board committees as appropriate, in consultation with the chairmen of those committees;
 - d. the re-appointment of any non-executive director of the Company 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 the knowledge, skills and experience required;
 - e. the re-election by shareholders of directors under the annual re-election provisions of the UK Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and



ability to continue to contribute to the board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years); and

- f. any matters relating to the continuation in office of any director at any time, including, if applicable, the suspension or termination of service of a director as an employee of the Company subject to the provisions of the law and their service contract.

10. Reporting responsibilities

- 10.1 The committee chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities, and shall also formally report on how it has discharged its responsibilities.
- 10.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if an external search consultancy or open advertising has not been used in the appointment of the chairman or a non-executive director. Where an external search consultancy has been used, it should be identified in the annual report and a statement made as to whether it has any other connection with the Company.
- 10.4 The report referred to in 10.3 above should include a statement of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving objectives and should also list the names of all members of the committee, the number of committee meetings and attendance by each member.

5. Other matters

The committee shall:

- i. have access to sufficient resources in order to carry out its duties, including access to the company secretarial function for assistance as required;
- ii. 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;
- iii. give due consideration to the provisions of the UK Code, the Irish and London Stock Exchange's Listing Rules, the Central Bank's and Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules (as applicable) and any other applicable rules and regulations, as appropriate;
- iv. arrange for periodic reviews of its own performance and, at least annually, review its 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;
- v. oversee any investigation of activities which are within its terms of reference;
- vi. work and liaise as necessary with all other board committees; and

- vii. make available its terms of reference, explaining its role and the authority delegated to it by the board.

6. Authority

The committee is authorised by the board to:

- i. seek any information it requires from the management, staff and/or any of the service providers of the Company in order to perform its duties;
- ii. obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- iii. call any service provider of the Company to be questioned at a meeting of the committee as and when required;
- iv. publish in the Company's annual report details of any issues that cannot be resolved between the committee and the board;
- v. do all other matters as it believes appropriate in respect of the conduct of its duties, including, without limitation, the matters referred to herein; and
- vi. delegate any of its powers to one or more of its members or the secretary.