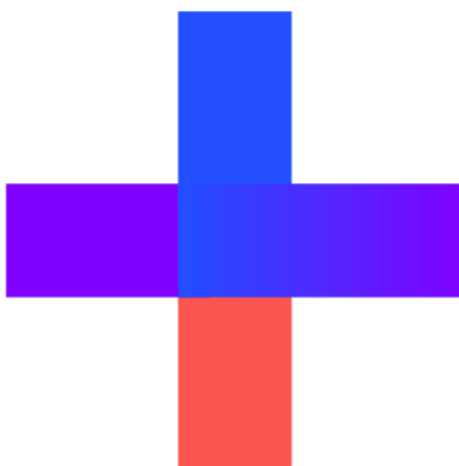


Approved by: The Board of Kin and Carta plc

Date: 26 September 2019



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Kin + Carta is committed to sustainable business practices and to creating a positive impact on the planet by encouraging employees to avoid unnecessary printing to reduce the environmental footprint.

Responsibilities

1. To evaluate the skills, experience and knowledge of the board and the future challenges affecting the business taking into account the Company's current requirements, the results of the board performance evaluation process that relate to the composition of the board, the length of service of the board as a whole, and make recommendations to the board with regard to any adjustments that are deemed necessary.
2. To review annually the time commitment required from the chair, senior independent director and each non-executive director (taking into account committee memberships) for the effective discharge of their duties and to ensure that they are able to commit the necessary time to the Company and make recommendations, as it deems appropriate, to the board.
3. To prepare a written description of the role and capabilities required for a particular appointment, and the time commitment expected, having evaluated the skills, experience, and knowledge of the board and future challenges affecting the business.
4. To identify, nominate and recommend candidates to fill board vacancies as and when they arise. In doing so, the committee shall consider candidates from a wide range of backgrounds and make recommendations for appointments on merit and against objective criteria and, within this context, with due regard to diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
5. To seek advice from external advisers or use open advertising (or both), if appropriate, in relation to seeking and selecting candidates for any appointments.
6. To review a candidate's other commitments and ensure that, on appointment, a candidate has sufficient time to undertake the role.
7. To satisfy itself with regard to succession planning, to oversee the development of a diverse pipeline for orderly succession for appointments to both the board and senior management so as to maintain an appropriate balance of skills and experience within the Company and on the board with due regard to diversity of gender, social and ethnic backgrounds, cognitive and personal strengths and to ensure progressive refreshing of the board and to recommend processes and plans for successions to the extent necessary.
8. To make recommendations to the board for the continuation (or not) in service of any director upon the expiry of any specified terms of office.

9. To recommend suitable candidates for the role of senior independent non-executive director and the membership and chairs of the Audit and Remuneration Committees (in consultation, as appropriate, with the chairs of those committees).
10. To make recommendations to the board on the proposal for the re-election by shareholders of any director under the UK Corporate Governance Code having due regard to their performance (and the results of any formal performance evaluation) 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.
11. To ensure that a formal process for evaluating the performance of the board, its committees, the chair and individual directors is conducted on an annual basis.
12. To make recommendations to the board regarding the board's policy on boardroom diversity and inclusion, its objectives and linkage to strategy, how it has been implemented and progress on achieving its objectives.
13. To make recommendations to the board regarding (i) the procedures in place (or to be put in place) for the authorisation of conflict matters falling within section 175 of the Companies Act 2006, (ii) the authorisation of any conflict matter arising for any director of the Company, and (iii) the terms and conditions which should attach to such authorisation.
14. To carry out any investigation relevant to its terms of reference.
15. The committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities and seek any information that it requires from any employee of the Company and all employees are directed to co-operate with any request made by the committee.

Matters of Procedure

Membership

16. The committee shall comprise at least three members from amongst the directors of the Company, each of whom shall be appointed by the board in consultation with the chair of the committee.
17. A majority of members of the committee shall be independent non-executive directors and shall include the senior independent non-executive director.
18. The chair of the committee shall be the chair of the board or an independent non-executive director appointed by the board.



19. The chair of the board shall not chair the committee when it is dealing with the appointment of their successor as chair of the board. In such circumstances, the committee shall appoint a chair in accordance with paragraph 22.
20. The board shall regularly review the membership of the committee. It shall ensure that membership is periodically refreshed and undue reliance is not placed on particular individuals. The board shall have the power at any time to remove any members from the committee and to fill any vacancies.

Meetings

21. The committee shall meet at least once a year and at such other times as the chair of the committee may determine. Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be communicated in good time to each member of the committee and any other person required to attend and, in any event, at least 48 hours' notice shall be given.
22. Unless varied by these terms of reference, meetings and proceedings of the committee will be governed by the provisions of the Company's Articles of Association regulating the meetings and proceedings of directors.
23. The quorum for meetings shall be two present in person, or by telephone or video conference call throughout the meeting, both of whom must be an independent non-executive directors.
24. In the absence of the committee chair and any appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
25. No one other than the members of the committee is entitled to be present or vote at a meeting of the committee. The committee may invite others to attend all or part of any meeting when appropriate and necessary, but no such attendee shall be entitled to vote.
26. The company secretary (or his or her nominee) shall act as the secretary of the committee. They shall ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
27. Draft minutes shall be circulated to committee members after each meeting in a timely fashion. Once agreed, the minutes shall be circulated by the secretary to all members of the board, unless exceptionally, the committee decides it would be inappropriate to do so, for example because a conflict of interest exists.



Reporting and accountability

28. The chair of the committee shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
29. The committee shall make a statement for inclusion in the Annual Report about its activities in accordance with the provisions of the UK Corporate Governance Code, including the membership of the committee, the number of meetings and attendance thereat during the year.
30. The chair of the committee or in their absence an approved deputy shall attend the Annual General Meeting prepared to respond to any shareholder questions on the committee's activities.
31. The committee shall ensure that the Company maintains a dialogue with shareholders about succession planning, the appointment of directors and the work of the committee.
32. The committee shall review these terms of reference and its own effectiveness (including composition) at least annually and recommend any changes to the board.

Other Matters

The Committee shall:

33. Have access to sufficient resources in order to carry out its responsibilities, including access to the company secretary for assistance as required;
34. Seek information it requires from any officer or employee of the Company or Group in order to perform its duties;
35. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
36. Give due consideration to applicable laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed companies and formation and operation of share schemes including, but not limited to, the provisions of the Code, the requirements of the FCA's Listing, Prospectus and Disclosure and Transparency Rules as well as guidelines published by any investor bodies or any other applicable rules, as appropriate;
37. To help it fulfil its duties, obtain external legal or other professional advice on any matters within its terms of reference; and



38. As part of the annual board evaluation process, review its own performance and regularly review its terms of reference and recommend any changes necessary to the Board.

