

ISX025 - Nomination Committee Charter

ISX Financial EU Plc

Corporate Governance Policies

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Version 1.1 Issued January 2022

This Policy shall apply to the boards of :

-ISX Financial EU Plc (“ISX, the “Company” or “ISXPLC”)

Composition

The Board of ISXPLC has established a Nomination Committee that is comprised of at least three non-executive directors, all of whom are independent, where possible. One member shall be appointed to chair the Nomination Committee and must be an independent non-executive director. All Committee members shall have a reasonable understanding of the industries in which the Company participates.

From time to time, non-Committee members may be invited to attend Committee meetings when remuneration matters are being discussed, if it is considered appropriate.

It is noted that as the members of both the Remuneration Committee and the Nomination Committee are the same non-executive directors, both Committees' meetings will be scheduled and held concurrently.

Role

The Nomination Committee's function is to examine the selection and appointment practices of the Company.

To ensure that the Board has the appropriate blend of directors with the necessary skills, expertise, relevant industry experience and diversity, the Nomination Committee shall

- (i) regularly review the size and composition of the Board and consider any appropriate changes;
- (ii) make recommendations on the appointment and removal of directors;
- (iii) make recommendations on whether any director whose term of office is due to expire should be nominated for re-election;
- (iv) regularly review the time required from non-executive directors and whether non-executive directors are meeting that requirement;
- (v) regularly review the Company's Diversity Policy and make decisions as to any strategies required to address Board diversity;
- (vi) regularly review and consider the relative proportion of women and men at all levels of the company; and
- (vii) assessing periodically, and at least annually the structure, size, composition and performance of the management body and making recommendations to the management body with regard to any changes.

Operations

The Nomination Committee reviews the Company's Procedure for Selection and Appointment of Directors and Diversity Policy. This review is conducted to ensure these policies promote transparency and investor confidence in the process of selecting directors for nomination.

The Nomination Committee is empowered to engage external consultants in its search for a new director, particularly to assist the Company meet its requirements and targets set by the Diversity Policy.