ANGLO-EASTERN PLANTATIONS PLC
(Registered in England and Wales No.1884630)

Terms of Reference for the Nominations Committee
(approved by the Board in April 2025.)

Interpretation

Reference to “**Board**” means the Board of Directors of the Company.
Reference to "**Code**” means the UK Corporate Governance Code, as may be amended from time to time.
Reference to "**Committee**” means the Nominations Committee of the Company.
Reference to "**Company**” means Anglo-Eastern Plantations Plc.

1) Purpose

The Nomination Committee is established as a committee of the Board to assist the Board in fulfilling its responsibilities in respect of:

a) propose new nominees for the Board. For clarity, the actual decision as to who shall be appointed shall be the responsibility of the full Board after considering the recommendations of the Committee;

b) assess the effectiveness of the Board on an ongoing basis;

c) review the effectiveness of the Board and senior management of the Company;

d) assess the size and composition of the Board;

e) ensure the policy and criteria to conduct periodic performance review for effectiveness of the Board and committees of the Board as well as individual directors through robust processes and procedures taking into consideration the needs of the Board such as mix of skills, independence, experience, industry knowledge and diversity; and

2) Composition

The Committee shall comprise at least three (3) Board-appointed members, with not less than two (2) non-executive Directors. Majority of the members of the Committee shall be independent. The Chairman of the Board shall not be a member or the Chairman of the Committee, and should not chair the Committee when it is dealing with the appointment of their successor.

3) Chairman

The Chairman of the Committee shall be an Independent Director appointed by the Board. The Chairman of the Committee or a designated member of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members of the Committee present shall elect one of themselves to chair the meeting.

4) Attendees

The Committee may invite others to attend a meeting, but no such attendee shall be entitled to vote.

5) Quorum and voting

A quorum shall consist of at least two (2) members of the Committee, one of whom shall be the Chairman of the Committee or their nominee, present in person, by telephone or video conference call throughout the meeting. Each member of the Committee shall have one vote. Save where they have a personal interest, the Chairman of the Committee shall have a second or casting vote in the event of a tied vote.

6) Secretary

The Secretary nominated by the Company 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.

7) Frequency of meetings

The Committee shall meet at least once annually and at such other times as the Chairman of the Committee shall require.

8) Agenda and papers

Unless otherwise agreed, notice of each meeting of the Committee confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person required to attend, not fewer than five (5) working days prior to the date of the meeting wherever possible. Supporting papers shall be sent to Committee members and to other attendees (as appropriate) at the same time.

The agenda and papers for each meeting shall be available on request to all members of the Board.

9) Minutes of meetings

Minutes of any formal meeting of the Committee shall be prepared by the secretary, or their nominee, and circulated to all members of the Committee and, after approval, shall be submitted to the Board unless in the opinion of the Chairman of the Committee it would be inappropriate to do so.

10) Reporting procedure

The Committee shall regularly report to the Board its conclusions with respect to the matters that the Committee has considered, including identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

11) Delegation

The Committee shall not be entitled to sub-delegate any of its powers or authority.

12) Adviser

The Committee may obtain, and determine the fees for any independent legal, financial or other professional advice as it considers necessary in connection with its duties. It may also secure the attendance of external advisers at its meetings if deemed necessary. The costs of engaging independent counsel or other advisors will be borne by the Company.

13) Authority and responsibilities

The following list of authority and responsibilities is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the effective performance of its oversight function.

a) To regularly review and evaluate the structure, size and composition (including skills, experience, independence and knowledge) of the Board and its Committee, and recommend any adjustments deemed necessary to ensure the Board remains effective and aligned with the Company's strategic goals.

b) To oversee and review succession planning for the Board and senior management, giving full consideration to an orderly process that ensures a diverse pipeline of executive talent, taking into account the Company's strategic priorities, the challenges and opportunities it faces, the skills and expertise needed on the Board and senior management team, as well as the main trends and factors affecting the Company's long-term success and future viability.

c) To identify and nominate candidates for Board approval to fill Board vacancies, considering experience, diversity, skills and independence. In identifying suitable candidates, whether of executive or non-executive directors, the Committee shall:

i. consider the use of open advertising or the services of external advisers to facilitate the search;
ii. consider candidates from a wide range of backgrounds; and
iii. consider candidates on merit and against objective criteria and with due regard for promoting the benefits of diversity on the Board and senior management team, including but not limited to gender, social and ethnic backgrounds, and cognitive and personal strengths, taking care that appointees have enough time available to devote to the position.

To also make recommendations to the Board concerning:

i. the re-appointment of any non-executive Director 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 skills, experience and knowledge required;
ii. the re-election by shareholders of any Director under the annual re-election provisions of the Code or the retirement 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 skills, experience and knowledge required and the length of service of the Board as a whole and its membership being regularly refreshed;
iii. any other recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

d) To assess and monitor how the Company's desired culture is embedded within the Board and the organisation, ensuring alignment with the Company's values, strategies and objectives.

e) To review any matters referred to the Committee where a director (other than the Chairman) has or may have a situational conflict of interest and recommend whether such conflict should, and on what terms, be authorised by the Board.

f) To review, at least annually, the Committee's own performance, terms of reference and effectiveness to ensure it is operating at maximum effectiveness. Any changes shall be recommended to the Board for approval.

g) To provide clear and outcome-focused reporting in the Company’s annual report regarding the composition, diversity and effectiveness of the Board and succession planning.

h) To consider any other matters, as may be delegated from time to time by the Board.