

Nominations Committee

Terms of Reference

1. Purpose and Duties

The Committee shall be responsible for advising the Board on the appointment of executive and non-executive directors; and shall take the lead on matters such as succession planning at executive director level; board reviews and evaluation.

2. Constitution and Membership

The Committee is a Committee of the Board.

Members of the Committee shall be appointed by the Board.

The Chairman of the Committee shall be the Chairman of the Company.

Members of the Committee shall be the Chairman and the independent non-executive directors of the Company.

A director of the Company shall not chair the Committee when it is dealing with a matter relating to that director.

The Committee shall be made up of at least three members.

Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

in the case of an equality of votes, the Chairman shall have a second or casting vote.

3. Secretary

The Company Secretary shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two.

5. Frequency of Meetings

The Chairman of the Committee shall call meetings of the Committee as necessary from time to time.

6. Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

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 before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Minutes of Committee meetings shall be circulated to all members of the Committee and to the Chairman and, once agreed, to all other members of the Board, unless a conflict of interest exists.

8. Annual General Meetings

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

9. Advice

The Committee shall have the authority to seek any information that it requires from any officer or employee of the Company or its subsidiaries. In connection with its duties the Committee is authorised by the Board to take such independent advice (including legal or other professional advice), at the Company's expense, as it considers necessary, including requests for information from or commissioning investigations by external advisers. The Committee will inform the rest of the Executive as necessary of such requests.

10. Version Control

These Terms of Reference are subject to review at least annually, or as required by the Board. These Terms of Reference were reviewed and approved by AorTech International plc on 23 August 2018. Information on the membership, role and activities of this Committees shall be included on the Company website and in the Annual Report and Accounts