
TERMS OF REFERENCE

**Nominations Committee
of
Worldwide Healthcare Trust PLC**

Revised May 2008

Adopted by the Board
[16 May 2008]

Last reviewed by the Committee on 10 March 2026

Worldwide Healthcare Trust PLC
Nominations Committee - Terms of Reference

These terms were produced in line with the AIC Code of Corporate Governance published in August 2024. The AIC Code has been endorsed by the FRC as the only code against which investment companies are required to report.

MEMBERSHIP

The Board appoints the Chair and members of the Nominations Committee.

The Chair of the Committee will usually be the Senior Independent Director with the exception of where a conflict of interest exists. In such a case, a Chair will be elected by those Directors present at the meeting.

The Committee shall consist of those Directors deemed to be independent by the Board. A quorum for meetings and decisions of the Committee shall be three members present. A member of the Alternative Investment Fund Manager ('AIFM') may also be invited to each Nominations Committee meeting.

All Directors seek re-election on an annual basis. Members are appointed to this Committee on the same basis.

MEETINGS AND ATTENDANCE

The Committee will meet at least once per year and at such other times as it sees fit.

The Company Secretary shall be the Secretary of the Committee when requested by the Chair, otherwise a nominated Director shall act as Secretary to the Committee.

The Chair of the Committee shall attend the Annual General Meeting of the Company to respond to any questions that may be raised as matters within the Committee's area of responsibility.

The Committee shall arrange for an annual review of its own performance (including as part of the external Board evaluation) 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.

AUTHORITY

The members of the Committee are authorised by the Board to carry out any action or investigation relevant to its terms of reference. Members are authorised to seek any information they require from any Company officer and to obtain expert advice from the Company's external auditors, professional advisers or otherwise, and to take independent professional advice and to request any officer or adviser as they see fit, and at the expense of the Company, to attend meetings of the Committee in order to obtain such information or advice.

Worldwide Healthcare Trust PLC
Nominations Committee - Terms of Reference

DUTIES

The Committee will at all times comply with the Listing Rules published by the Financial Conduct Authority (“the Listing Rules”), the recommendations of the UK Corporate Governance Code) revised in January 2024 and the AIC Code of Corporate Governance last revised in August 2024.

In particular, the duties of the Committee are:

- to regularly review the structure, size and composition of the Board and its Committees in relation to the current position and make any recommendations for change to the Board.
- to evaluate the balance of skills, knowledge and experience on the Board and, in light of this evaluation, prepare a description of the role and capabilities for a particular appointment.
- To review the results of the annual evaluation (both internal & external) of the performance of the Board, its committees, the Chair of the Company and individual directors. To ensure any external evaluator is identified in the annual report and a statement made about any other connection it has with the Company or individual directors.
- to lead the process for Board appointments and make recommendations to the Board. To ensure that the search for Board candidates is conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender and ethnicity. Open advertising and/or an external search consultancy should generally be used for the appointment of the Chair of the Board and non-executive Directors.
- to give full consideration to succession planning in the course of the Committee’s work.
- to review annually the time required from a non-executive Director.
- to keep under review the leadership needs of the organisation with a view to ensuring the continued ability of the organisation to compete effectively in the market place.
- for the appointment of a Chair, prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises.
- to 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.

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Nominations Committee - Terms of Reference

REPORTING PROCEDURES

The Secretary of the Committee shall minute the proceedings and resolutions of all meetings and will produce and circulate the minutes to all Committee members, once agreed, the minutes will be circulated to all members of the Board, unless a conflict of interests exists, at the next scheduled Board meeting following the Committee meeting. The Chair of the Committee shall report formally to the Board where it is deemed necessary.