

Nomination Committee report

Nomination Committee

The Committee is responsible for overseeing succession planning for the Board and senior management and assists the Board in discharging its responsibilities relating to the composition and make-up of the Board and any Committees of the Board.

It is primarily responsible for:

- Leading the search process and making recommendations to the Board for the appointment of new Directors.
- Regularly reviewing the Board structure, size and composition (including the skills, knowledge, independence, experience and diversity), recommending any necessary changes and considering plans for orderly succession.
- Making recommendations to the Board about suitable candidates for the role of Senior Independent Director, and membership of the ESG, Risk, Audit and Remuneration Committees in consultation with the Chairs of the relevant Committees.

Meetings attended:

Richard Last (Chair)	3/3
Alan Gibbins ¹	1/1
Martin Lea	3/3
Henrietta Marsh	2/3
Wu Long Peng	3/3
Andrew Stone ¹	1/1

¹ Alan Gibbins and Andrew Stone left the Committee at the time they stood down from the Board at the AGM on 20 May 2021.

Dear Shareholder,

On behalf of the Nomination Committee, I am pleased to present our report for the year ended 31 December 2021. This report sets out the Committee's key activities in 2021 as well as the Committee's priorities for 2022.

The Committee met three times during 2021. The principal matters dealt with included the following:

- Evaluation of candidates for the CFO role.
- Creation of the role of Deputy CEO.
- Evaluation of potential independent non-executive candidates.
- Recommendation to the Board of changes to the composition of the ESG and risk committees.

Appointment of CFO

The Chair engaged a leading firm of consultants who specialise in the recruitment of CFOs into larger listed businesses. Once appointed, the consultants worked with the Chair, CEO and CFO to identify a long list of potential candidates. We ensured the long list of candidates was diverse and the majority of candidates on the long list were female, which reflects our efforts to make sure we are recruiting from a wide range of backgrounds and ethnicities.

Following interviews with our consultants, CEO and the CFO, a short list of candidates was prepared for review by the Chair. The short listed candidates had further interviews with the Chair, CEO, CFO, CPO and the Chair of the Audit Committee prior to an offer being made. In addition the final candidate also met two additional Independent Non-Executive Directors prior to appointment.

The outcome of this process saw Bill Castell appointed as CFO to start on 1 May 2022.

Appointment of Deputy CEO

It was decided to create the new post of Deputy CEO. This role will take on a range of strategic and operational responsibilities to support the development and growth of the Group. These responsibilities will include overseeing aspects of product management, product development and operations and the execution of M&A. It will also oversee Gamma's group people strategy, ensuring that Gamma attracts and retains great talent while continuing to be a great place to work.

Following conversations between the Chair and the CEO, the Committee decided to offer this new role to Andrew Belshaw (the incumbent CFO). He will start on 1 May 2022 when the new CFO arrives in post.

Appointments to Board Committees

During 2021 the Committee and Board completed a review of the composition of the main Board Committees (Audit, Risk, ESG, Nomination and Remuneration) having regard to skills, experience, diversity and the time required of each of the Directors in discharging their responsibilities.

On 3 September 2021, it was decided that Charlotta Ginman should retire from the ESG Committee and join the Risk Committee. As Chair of the Audit Committee, it was felt that it was more efficient for there to be a clear link between the Audit and Risk Committees.

Reappointment of Directors

The reappointment of Directors is subject to their ongoing commitment to Board activities and satisfactory performance. All Directors will stand for re-election annually. The Committee has confirmed to the Board that the contributions made by the Directors offering themselves for re-election at the AGM continue to benefit the Board and the Company should support their re-election.

Diversity

Gamma seeks to have a workforce which reflects the world we and our customers live in, whilst facilitating the delivery of our strategic goals. The Board and the Committee believe that diversity is a wider topic than simply gender and in order to achieve the Group's future growth aspirations, Gamma will remain committed to building a pipeline of diverse talent and to regularly review the HR processes, including recruitment and performance management frameworks.

Succession planning

The Committee has considered not only succession plans for the Directors but also has had oversight of a deeper review into the Company's management structure to identify those with potential to develop in the longer term into future leaders of the business taking into account the challenges and opportunities facing the Company in the medium to long term.

The Board are looking to appoint a new Independent Non-Executive to sit on the Board and the Audit Committee. Once they are appointed and have joined the Board, Wu Long Peng will resign at the appropriate time.

Priorities for 2022

The Committee's priorities for the coming year will be continued focus on increasing the diversity within the Board and Senior Leadership Team and further work on succession planning activities.

Richard Last

Chair Nomination Committee

21 March 2022