

# Nomination Committee

## Terms of Reference

### **1. Purpose and role of the Nomination Committee**

The Nomination Committee (the “Committee”) assists the Board of Directors (the “Board”) in fulfilling its responsibilities in relation to the nomination of directors for election to the Board and appointment to Board committee membership, as well as the succession plans for Board positions and members of the Executive Leadership Team and the Company Secretary (“senior management”). Furthermore, the Committee is responsible for the development and recommendation of certain corporate governance policies and guidelines for the Company.

### **2. Membership and independence**

The Committee shall be appointed by the Board and shall comprise not less than three members, a majority of whom shall be independent and who will include the Chair of the Board and the Senior Independent Director. The Chair of the Committee shall be the Chair of the Board. In the absence of the Chair of the Committee, the Senior Independent Director shall chair the meeting or, in their absence, another independent director. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the Chair of the Board.

### **3. Secretary**

The Company Secretary or a suitably qualified nominee shall be secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to ensure full and proper consideration is given to issues.

### **4. Quorum**

A quorum for meetings shall be three members of the Committee.

### **5. Meetings**

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Group HR Director, the Group General Counsel and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way. Meetings of the Committee may be conducted when the members are physically present together or by means of audio and/or video conference.

The Committee shall meet at least twice a year and otherwise as required.

### **6. Minutes of meetings**

The secretary shall minute the proceedings and decisions of Committee meetings and shall arrange for draft minutes of Committee meetings to be circulated to members of the Committee. Meeting minutes shall be confirmed prior to or at the next meeting of the Committee and tabled as soon as practicable thereafter at a meeting of the Board.

### **7. Duties**

The Committee shall:

- (i) Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with

regard to any proposed changes.

- (ii) Ensure plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.
- (iii) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- (iv) Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, consider a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall:
  - use open advertising or the services of external advisers to facilitate the search where it is appropriate to do so;
  - consider candidates from a wide range of backgrounds; and
  - consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.
- (v) Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.
- (vi) Review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.

The Committee shall also make recommendations to the Board concerning:

- (vii) Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
- (viii) Membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chair of those Committees.
- (ix) The re-appointment of Non-Executive Directors 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 knowledge, skills and experience required.
- (x) The re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as whole.
- (xi) Any matters relating to the continuation in office of any director at any time.
- (xii) The appointment of any director to executive or other office.

## **8. Reporting procedures**

The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken. This report shall include any material regard for stakeholders (as set out in the Companies Act 2006 s.172(1)).

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

The Committee shall produce a report to be included in the Company's annual report describing the work of the Nomination Committee, including:

- (i) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- (ii) a description of how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence Board composition; and
- (iii) a statement of the Board's policy on diversity and inclusion, including any measurable objectives that the Board has set for implementing this policy, and progress on achieving its objectives.

The Chair of the Committee shall attend the Annual General Meeting and be prepared to respond to questions on the Committee's activities.

## **9. Other matters**

The Committee shall have access to sufficient resources to be able to carry out its duties, including access to the company secretariat for advice and assistance as required. Additionally the Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. Prior to seeking further independent professional advice at the Company's expense, the Committee shall notify either the Chair of the Board or the Chief Executive.

The Committee shall ensure that an annual evaluation of the Committee's own performance is carried out and at least annually, review the Committee's terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

6 December 2023