

HOSTMORE PLC (THE “COMPANY”)

Terms of Reference of the Nominations Committee

1. **Membership and quorum**

- 1.1 The Hostmore plc Nominations Committee (the “**Committee**”) shall be appointed by the Hostmore plc Board (the “**Board**”) and shall consist of not less than three members, the majority of whom shall be chosen from amongst the independent non-executive directors of the Company.
- 1.2 Appointments to the Nominations Committee shall be for a period of up to three years which may be extended for two further three-year periods provided that the majority of the Nominations Committee remain independent.
- 1.3 A quorum shall be two members, both of whom must be independent non-executive directors. A duly convened meeting of the Committee is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 1.4 The Chair of the Committee shall be the Chair of the Board, except when it is dealing with the appointment of a successor chair or the performance of the Chair, when the Committee will be chaired by an independent non-executive director.
- 1.5 The General Counsel and Company Secretary or his or her nominee shall act as the secretary of the Committee.

2. **Procedural Matters**

- 2.1 It is not necessary for all members of the Committee to be present in the same physical location, provided that each member can communicate with the others.
- 2.2 Decisions will be taken on a majority basis.
- 2.3 The Chair will have a casting vote in case of deadlock.

3. **Attendance at meetings**

Directors, other employees of the Company and external advisors may attend meetings by invitation.

4. **Frequency of meetings**

Meetings shall be held no less than twice a year with additional meetings as appropriate.

5. **Authority**

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. The Committee shall have access to sufficient resources in order to carry out its duties and is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain legal or professional advice at the Company’s expense on any matters within its terms of reference. Outsiders with relevant

experience and expertise may attend meetings of the Committee if the Chair of the Committee considers this necessary.

6. Duties

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Company and its subsidiary undertakings (together being the “**Group**”) as a whole. The duties of the Committee shall be:

- 6.1 to regularly review the structure, size and composition, including the skills, knowledge, experience, independence and diversity, and the length of service of the Board as a whole and its committees and make recommendations to the Board with regard to any changes;
- 6.2 to ensure plans are in place for orderly succession to Board and other senior management positions and to oversee the development of a diverse pipeline for succession to the Board and senior management roles, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board and across the Group in the future and to recommend plans for succession for both executive and non-executive directors to the Board;
- 6.3 to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 6.4 to review the Company’s policy on diversity and inclusion and its objectives and linkage to Company strategy;
- 6.5 to identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 6.6 before seeking candidates, to evaluate the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying candidates the Committee shall use open advertising or the services of external advisers to facilitate the search, consider candidates from a wide range of backgrounds and consider candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 6.7 prior to the appointment of a director, the proposed appointee should be required to disclose other significant time commitments and any future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment. Any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation by the Board;
- 6.8 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;

- 6.9 to review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 6.10 to recommend to the Board the appointment of any director to executive or other office;
- 6.11 to recommend to the Board the re-appointment of any non-executive director at the conclusion of their specified term of office to the Board, having given due regard to their performance and ability and why their contribution is important to the Company's long term sustainable success in light of the knowledge, skills and experience required and the need for progressive refreshing of the Board;
- 6.12 to recommend to the Board the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience 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 a whole;
- 6.13 to make recommendations to the Board on any matters relating to the continuation in office (or cessation) of any director at any time;
- 6.14 to make recommendations to the Board in relation to membership of the Audit and Risk Committee, the Remuneration Committee, the Disclosure Committee, the Committee and any other Board Committees, in consultation with the chairs of the Committees;
- 6.15 to periodically review its own performance and, at least annually, review its constitution and terms of reference to ensure its effectiveness and recommend any changes it considers necessary to the Board for approval; and
- 6.16 to be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

7. Reporting to the Board

- 7.1 The Chair of the Committee shall report to the Board at appropriate intervals.
- 7.2 The minutes of the meetings of the Committee should be available to all members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

8. Engagement with shareholders

- 8.1 The Committee shall produce a report for inclusion in the Company's annual report about its activities including succession planning and Board appointments. The statement will comply with the requirements set out in the UK Corporate Governance Code, the Companies Act 2006, the Financial Conduct Authority's Listing Rules and other relevant requirements.
- 8.2 The Chair of the Committee, or in his or her absence another member of the Committee, will attend the Company's annual general meeting and answer any shareholder questions about the work of the Committee.

- 8.3 In addition the Committee Chair should respond to shareholders on significant matters related to the Committee's areas of responsibility.

Originally approved by the Hostmore plc Nominations Committee and the Hostmore plc Board on 5 October 2021.

Amended with the approval of the Hostmore plc Nominations Committee and the Hostmore plc Board on 13 September 2022.

VERSION CONTROL

Version	Date	Comment
1.0	5 October 2021	Original version.
1.1	13 September 2022	Amendment to paragraph 8.3.