

Christie Group plc

Terms of Reference - Nomination Committee

(Approved on 11/10/2023)

1. Membership

- 1.1. The Committee shall comprise of at least three members, including the Chairman of the Board, the majority of whom should be independent Non-executive Directors.
- 1.2. Appointments to the Committee shall be for a period of up to three years, which may be extended.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the, Chief Executive and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 1.4. The Board shall appoint the Committee Chair who shall be either the Chairman of the Board or another independent Non-executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.
- 1.5. The Chairman of the Board shall not Chair the Committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

- 2.1. The Company Secretary or the Committee Chair's nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two, one of whom must be an independent Non-executive Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

- 4.1. The Committee shall meet as often as required and at such other times as the Chair of the Committee shall require.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chair of the Committee.
- 5.2. Unless otherwise agreed by the Committee, 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, any other person required to attend and

all other Non-executive Directors. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2. Draft minutes of the Committee meeting shall be agreed with the Committee Chair and circulated promptly to all members of the Committee..

7. Annual General Meeting

- 7.1. The Committee Chair or in their absence another member shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

The Committee shall carry out the duties listed below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate, at the request of the Chairman of the Board or Chief Executive Officer.

The Committee shall:

- 8.1. review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 8.2. give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future;
- 8.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 8.4. before 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 prepare a description of the role and capabilities required for a particular appointment;
- 8.5. 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;
- 8.6. 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; and
- 8.7. The Committee may also make recommendations to the Board concerning:
 - 8.7.1. formulating plans for succession for both Executive and Non-executive Directors and, in particular for the key roles of Chairman and Chief Executive;
 - 8.7.2. suitable candidates for the role of senior independent director, if required; and
 - 8.7.3. suitable candidates for the role of principal trading subsidiary Company Managing Directors

9. Reporting Responsibilities

- 9.1. The Committee Chair or, as a minimum, another member of the Committee, shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee Chair may make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. Other Matters

The Committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance if required;
- 10.2. be provided with appropriate and timely training, both in the form of an introduction programme for new members and an on-going basis for all members;
- 10.3. give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/ non listed companies and formation and operation of share schemes including but not limited to the provisions of the Code, the requirements of the London Stock Exchange for AIM Companies, Prospectus and Disclosure Transparency Rules as well as guidelines published by the Association of British Insurers and the National Association of Pension Funds and any other applicable rules, as appropriate; and
- 10.4. arrange for periodic reviews of its own performance 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.

11. Authority

The Committee is authorised to:

- 11.1. seek any information it requires from any employee of the company in order to perform its duties.
- 11.2. obtain, at the company's expense, any independent legal or other professional advice on any matter it believes it necessary to do so, the costs of which must be approved by the Board.