Christie Group plc

Terms of Reference – Nomination Committee

(Approved on 25/03/2026)

1. Membership

1.1. The Committee should include at least one independent Non-executive Director. It is important to have a balanced and diverse Committee to ensure effective decision-making.

1.2. Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and shall normally 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 Officer, the Group Chief People Officer 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 (if independent when appointed) 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 of the Chair to the Board.

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 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. 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 meetings shall be agreed with the Committee Chair and circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless exceptionally it would be inappropriate to do so (the reason for this exception being included in the minutes).

7. Annual General Meeting

7.1. The Committee Chair or in their absence another member should attend the Annual General Meeting 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.

The Committee shall:

8.1. Regularly review the structure, size and composition (including the skills, knowledge, experience and the proportion of independent directors) of the Board and make recommendations to the Board with regard to any proposed changes.

8.2. Ensure plans are in place for succession to the 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 what skills and expertise are therefore needed on the Board in the future.

8.3. Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the group to compete effectively in the marketplace.

8.4. Keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

8.5. Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise.

8.6. 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 prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall:

8.6.1. use open advertising or the services of external advisors to facilitate the search

8.6.2. consider candidates from a wide range of backgrounds

8.6.3. 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 sufficient time available to devote to the position.

8.7. 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.

8.8. 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.

8.9. Review results of the Board performance evaluation process that relate to the composition of the Board and succession planning.

8.10. 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.

8.11. Work and liaise as necessary with other Board Committees, ensuring the interaction between the Committees and with the Board is reviewed regularly.

The Committee may also make recommendations to the Board concerning:

8.12. Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.

8.13. Suitable candidates as new director and succession for existing directors.

8.14. Membership of the Audit and Remuneration Committees, in consultation with the Chair of those committees.

8.15. 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 light of knowledge, skills and experience required.

8.16. The re-election by shareholders of directors under the retirement by rotation of 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 a whole.

8.17. Any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract.

8.18. The appointment of any Director to executive or other office.

9. Reporting Responsibilities

9.1. 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.

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, and adequate time should be made available for Board discussion when necessary.

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

9.3.1. the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline

9.3.2. how Board evaluations have been conducted, the nature and extent of external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has influenced or will influence Board composition

9.3.3. the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives, and

9.3.4. the gender balance of those in the senior management team and their direct reports.

9.4. If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual Directors.

10. Other Matters

The Committee shall:

10.1. Have access to sufficient resources to carry out its duties, including access to the Company Secretary for advice and assistance as 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, as requried.

10.3. Give due consideration to all relevant laws and regulations, the provisions of the QCA Code and associated guidance, 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.

10.4. Ensure that a periodic evaluation of the Committee's own performance is carried out.

10.5. 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.