



Corporate Governance

# Nominations Committee – Terms of Reference

<b>Authorised by</b>	SIG plc Board
<b>Adopted</b>	13 December 2024
<b>Version</b>	10

Reference to “the Committee” shall mean the Nominations Committee.

Reference to “the Board” shall mean the Board of Directors of SIG plc.

## 1. MEMBERSHIP

- 1.1 The Committee shall be made up of least 3 members, the majority of whom should be independent non-executive directors, with an additional member to be appointed in accordance with the terms of the Relationship Agreement (the “Relationship Agreement”) entered into between CD&R Sunshine S.À R.L. and SIG plc on 29 May 2020.
- 1.2 Appointments to the Committee are made by the Board on the recommendation of the Nominations Committee and, in addition, in accordance with the terms of the Relationship Agreement. Appointments shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 The Board shall appoint the Committee Chair who would either be the Chair of the Board or the Senior Independent Director or any other independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy the remaining members present shall elect one member to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. 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.

## 2. SECRETARY

- 2.1 The Company Secretary, or their 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 3, the majority of whom must be independent non-executive directors.

## 4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least twice a year and at such other times required.

## 5. NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee or any of its members.
- 5.2 Unless otherwise agreed, 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 and any other person required to attend no later than 5 working days before the date of the meeting. 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 the names of those present and in attendance and will ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to the Committee Chair and once agreed, to all members of the Committee, unless, exceptionally it would be inappropriate to do so.

## 7. ENGAGEMENT WITH SHAREHOLDERS

- 7.1 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with Shareholders on significant matters related to the Committee's areas of responsibility.

## 8. DUTIES

- 8.1 The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate.
- 8.2 The Committee shall:
- 8.2.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, including in accordance with the terms of the Relationship Agreement, and make recommendations to the Board with regard to any changes. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed;

- 8.2.2 ensure that 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;
- 8.2.3 review and approve the Group's diversity objectives, strategies and initiatives;
- 8.2.4 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;
- 8.2.5 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.2.6 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, including considering the appointment of any director nominated by CD&R Sunshine S.À R.L. in accordance with the terms of the Relationship Agreement;
- 8.2.7 in the case of the appointment or termination of appointment of either the CEO or CFO, consider and, if appropriate, give its unanimous approval in accordance with the terms of the Relationship Agreement;
- 8.2.8 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:
  - 8.2.8.1 use open advertising or the services of external advisors to facilitate the search;
  - 8.2.8.2 consider candidates from a wide range of backgrounds;
  - 8.2.8.3 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, taking care that appointees have enough time available to devote to the position;
- 8.2.9 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 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;

- 8.2.10 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. The letter of appointment containing the terms and conditions of appointment of any non-executive director should be made available for inspection by any person at the Company's registered office during normal business hours and at the Company's annual general meeting (for 15 minutes prior to, and during, the meeting);
  - 8.2.11 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending sufficient time to fulfil their duties;
  - 8.2.12 review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning;
  - 8.2.13 work and liaise as necessary with all other Board committees, ensuring the interaction between Committees and with the Board is reviewed regularly.
- 8.3 The Committee shall also make recommendations to the Board concerning:
- 8.3.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
  - 8.3.2 suitable candidates as new directors and succession for existing directors;
  - 8.3.3 membership of the Audit & Risk and Remuneration Committees and any other Board committees as appropriate, in consultation with the Chair of those committees and in accordance with the terms of the Relationship Agreement;
  - 8.3.4 the re-appointment of any non-executive director 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 the knowledge, skills and experience required;
  - 8.3.5 the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance 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 knowledge, skills and experience required and the need for a progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as a whole;
  - 8.3.6 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; and
  - 8.3.7 the appointment of any director to executive or other office.

## 9. REPORTING RESPONSIBILITIES

- 9.1. The Committee Chair shall, if requested, report formally to the Board on its proceedings 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 Nominations Committee, including:
  - 9.3.1. the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline;
  - 9.3.2. how the Board Performance 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 influenced or will influence Board composition;
  - 9.3.3. the policy and any initiatives on diversity and inclusion, their objectives and link to company strategy, how they have 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 made as to whether it has any other connection with the Company or individual directors.

## 10. OTHER

- 10.1. The Committee shall
  - 10.1.1. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required.
  - 10.1.2. Ensure that a periodic evaluation of the Committee's own performance is carried out.
  - 10.1.3. The Committee shall, at least once a year, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval and make its terms of reference available on the Company's website.
  - 10.1.4. The Committee shall 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.

10.1.5. Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's UK Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

## 11. AUTHORITY

11.1. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Version control

<b>Version</b>	<b>Date Approved</b>	<b>Approved By</b>	<b>Description</b>
1	5 August 2015	Board	Annual Review
2	3 August 2016	Board	Annual Review
3	6 October 2017	Board	Annual Review
4	25 June 2019	Board	Change to membership
5	12 November 2019	Board	Annual Review
6	29 July 2020	Board	Updated to reflect CD&R Relationship Agreement
7	15 September 2021	Board	Annual Review
8	15 December 2022	Board	Annual Review
9	22 September 2023	Board	Annual Review
10	13 December 2024	Board	Annual Review