



Nomination Committee — Terms of Reference

1. Constitution and Purpose

- 1.1. The Board of Directors (the “Board”) of Telecom Plus PLC (the “Company”) resolved to establish a Nomination Committee of the Board (the “Committee”) on 1st April 2004. The Terms of Reference were revised on 22 May 2023.
- 1.2. The purpose of the Committee is to lead the process of Board appointments by conducting a continuous and proactive process of planning and assessment, taking into account the Company’s strategic priorities and the key trends and factors affecting the long-term success and future viability of the Company.

2. Membership

- 2.1. The Committee shall be appointed by the Board and shall comprise at least three Directors, the majority of whom shall be independent non-executive Directors. Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.
- 2.2. The Board shall appoint the Chair of the Committee and shall decide their period of office. The Chair of the Committee may not be an executive Director, and the Chair of the Board may not chair the Committee when it is dealing with the appointment of their successor. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Committee meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board.
- 2.3. 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. Meetings

- 3.1. **Quorum**
A quorum shall be two members of the Committee. 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.
- 3.2. **Frequency of meetings**
Meetings shall normally be held at such times as the Committee deems appropriate and, in any event, shall normally be held at least once per year.

The Chair of the Board may request a meeting if they reasonably consider that one is necessary.

3.3. Attendance

Only members of the committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meetings, as and when appropriate.

3.4. Notice of meetings

3.4.1. Committee meetings shall be called by the Secretary of the Committee, at the request of the Chair of the Committee or any of its members.

3.4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Committee and any other person required to attend before the date of the meeting. The agenda of items to be discussed and supporting papers shall be sent to Committee members and to other attendees as appropriate.

3.5. Minutes of meetings

3.5.1. The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

3.5.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, in the opinion of the Chair of the Committee, it would be inappropriate to do so.

3.6. Engagement with shareholders

The Chair of the Committee shall be available at the Annual General Meeting of the Company to answer questions on the Committee's activities. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

4. Duties

The Committee shall:

- 4.1. regularly review the structure, size and composition of the Board and its Committees in order to ensure an appropriate balance of skills, knowledge, experience, diversity and independence, recommending any proposed changes to the Board;
- 4.2. ensure plans are in place for orderly succession to Board and, where appropriate, other 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;
- 4.3. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - 4.4. review and monitor the implementation of the Board's policy on diversity and inclusion;
 - 4.5. review and monitor the implementation of the company-wide diversity and inclusion strategy;
 - 4.6. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - 4.7. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - 4.8. 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. In identifying suitable candidates, the Committee shall, where appropriate:
 - 4.8.1. use open advertising or the services of external advisers to facilitate the search
 - 4.8.2. consider candidates from a wide range of backgrounds
 - 4.8.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position
 - 4.9. 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 also be required to disclose any other business interests that may result in a conflict of interest, which must be authorised by the Board prior to appointment, and be required to report any future business interests that could result in a conflict of interest, which must not be undertaken without prior authorisation of the Board;
 - 4.10. 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; and
 - 4.11. 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:

- 4.12. formulating plans for succession for both executive and non-executive Directors and in particular for the key roles of Chair of the Board, Chief Executive and Senior Independent Director;
- 4.13. the suitability of new Directors;
- 4.14. membership of the Board committees in consultation with the Chairs of those Committees;
- 4.15. 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;
- 4.16. the re-election by shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code (the “Code”) or the retirement by rotation provisions in the Company’s articles of association, having due regard to their performance and ability to continue to contribute to the Company’s long term sustainable success in the 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 of the Board and the Board as whole;
- 4.17. 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; and
- 4.18. the appointment of any Director to executive or other office.

5. Reporting procedures

- 5.1. The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 5.2. 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.
- 5.3. The Committee shall produce a report to be included in the Company’s annual report about its activities, including:
 - 5.3.1. the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline of potential Directors;
 - 5.3.2. how Board evaluation has been conducted, the outcomes and actions taken, and how it has, or will, influence Board composition;
 - 5.3.3. the Board’s policy on diversity and inclusion, its objectives and linkage to company strategy, and how it has been implemented and

monitored; and ensuring the appropriate gender balance of the Board.

- 5.4. If an external search consultancy has been engaged in relation to appointments of the Chair of the Board and non-executive Directors, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual Directors.

6. Other matters

The Committee shall:

- 6.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 6.2. 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;
- 6.3. give due consideration to laws and regulations, the provisions of the Code and the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate; and
- 6.4. 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.

7. Authority

- 7.1. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 7.2. 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.