

**SSP GROUP PLC (THE COMPANY)**

**NOMINATION COMMITTEE - TERMS OF REFERENCE**

**(adopted by the Board on 27 November  
2023)**

**1. BACKGROUND**

The Board of Directors of the Company (the **Board**) and the nomination committee of the Company (the **Committee**) have resolved to adopt these terms of reference, which shall replace any previous terms of reference for any nomination committee of the Board.

**2. ROLE OF THE COMMITTEE**

The Board has delegated to the Committee responsibility for review and recommendation of Board and Board committee appointments. The Committee is also responsible for ensuring that an effective succession plan is maintained for the Group Executive Committee and role of Company Secretary (where not part of the Group Executive Committee) and for the Board and Board Committees.

**3. THE COMMITTEE'S DUTIES**

- 3.1 The Committee performs the following duties for the Company and the Group as a whole, as appropriate.
- 3.2 To lead the process for Board appointments and make recommendations to the Board.
- 3.3 To keep up-to-date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates.

**Board and Senior Management<sup>1</sup> composition**

- 3.4 To review regularly the structure, size and composition of the Board (including its skills, knowledge, independence, experience and diversity) and make recommendations to the Board about any changes.
- 3.5 To regularly review progress made against the objectives set out in the Board Diversity Policy with respect to Board, Board Committees<sup>2</sup> and Senior Management diversity and reporting to the Board on progress.

**Succession planning**

- 3.6 To consider plans and make recommendations to the Board for orderly succession for appointments to the Board, Board Committees and the Senior Management group, to maintain an appropriate balance of skills, expertise and experience within the Company and on the Board and to ensure progressive refreshing of the Board and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company and its subsidiary undertakings (the

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<sup>1</sup> Senior management refers to members of SSP's Group Executive Committee and their direct reports (other than PAs or admin colleagues).

<sup>2</sup> Board Committees refers to the standing Audit, Remuneration and Nomination Committees.

**Group).**

- 3.7 To keep the executive and non-executive leadership needs of the Company and the Group under review, with a view to ensuring it continues to compete effectively in the marketplace.
- 3.8 To make recommendations to the Board about suitable candidates as new directors and succession for existing directors.
- 3.9 To review the results of the Board, Committee and director performance evaluation processes as they relate to the composition of the Board and succession planning.
- 3.10 To make recommendations to the Board about any changes needed to the succession planning process if its periodic assessment indicated the desired outcomes have not been achieved.

#### **Board appointment and arrangements**

- 3.11 To lead the process for Board appointments by identifying and nominating candidates for appointment to the Board for the Board's approval.
- 3.12 To make recommendations to the Board about candidates for membership of the audit and remuneration committees of the Board and any other Board committees as appropriate, in consultation with the chair of the relevant committee.
- 3.13 To make recommendations to the Board about: (i) the re-election of directors by shareholders under the annual re-election provisions of the UK Corporate Governance Code; and (ii) whether to reappoint a director at the end of his or her term of office.
- 3.14 To make recommendations to the Board about 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.
- 3.15 To make recommendations to the Board about the appointment of any director to executive or other office.

#### **Conflicts of interest and time commitment**

- 3.16 Reviewing at least annually the time commitment required for the role of non-executive director and whether each non-executive director is devoting enough time to their duties.
- 3.17 To require existing directors and proposed appointees to the Board to disclose (i) any conflict, or possible conflict, with the interests of the Company and (ii) any significant commitments with an indication of the time involved. Additional external appointments should not be undertaken without prior approval of the Board.

#### **4. PROCEDURES FOR APPOINTING DIRECTORS AND CHAIR OF THE BOARD**

- 4.1 When the Board wishes to appoint a director, to evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and prepare a

description of the role, required capabilities and expected time commitment. When identifying suitable candidates the Committee should:

- (a) use open advertising or the services of reputable external advisers or search consultants to facilitate the search;
- (b) consider candidates from a wide range of backgrounds; and
- (c) consider candidates on merit and against objective criteria and 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.

- 4.2 The committee will ensure that, on appointment to the Board, all directors receive suitable induction materials and training to assist them in fulfilling their duties, obligations and responsibilities as directors of the Company.

#### **Non-executive directors**

- 4.3 When the Company decides to appoint a non-executive director, the Committee chair will submit a short-list of candidates to members of the Committee and the chief executive officer (and other directors if appropriate), for their comments and to enable them to suggest other candidates.

- 4.4 The Committee will then review the short-list of candidates and make any appropriate changes.

- 4.5 The chair of the Committee, one other Committee member and the chief executive officer will meet short-listed candidates selected by the Committee. If the chair of the Committee wishes to proceed with the selection process, the candidate(s) will then be invited to meet the Committee.

- 4.6 The Committee will decide whether to recommend a candidate to the Board for appointment.

The Committee will ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly the Company's expectations for time commitment, service on Board committees service and involvement outside Board meetings.

#### **Executive directors**

- 4.7 When the Company decides to appoint an executive director, the chair of the Committee will submit a short-list of one or more candidates to the Committee.

- 4.8 At least two of the Committee's members will meet the candidate(s) selected for interview.

- 4.9 The Committee's assessments will be reviewed with the chair of the Board, following which a candidate may be recommended to the Board for appointment.

## **Chair**

- 4.10 When the Company decides to appoint a chair of the Board, the chair of the Committee, or, if the chair of the Committee is also the incumbent chair of the Board, the Senior Independent Director will submit a short-list of candidates to members of the Committee and the chief executive officer (and other directors if appropriate), for their comments and to enable them to suggest other candidates.
- 4.11 The Committee will then review the short-list of candidates and make any appropriate changes.
- 4.12 The chair of the Committee, or, if the chair of the Committee is also the incumbent chair of the Board, the Senior Independent Director, one other Committee member and the chief executive officer will meet short-listed candidates selected by the Committee. If the Senior Independent Director wishes to proceed with the selection process, the candidate(s) will then be invited to meet the Committee.
- 4.13 The Committee will decide whether to recommend a candidate to the Board for appointment.

## **5. COMPOSITION**

- 5.1 The Committee must have at least three members. Members of the Committee are appointed by the Board and in consultation with the chair of the Committee from time to time.
- 5.2 A majority of the members of the Committee must be independent non-executive directors. If the Board decides that a member of the Committee is no longer independent and as a result a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee.
- 5.3 The Board shall appoint the chair of the Committee, who must be either the chair of the Board or an independent non-executive director. The chair of the Board must not chair the Committee when it is dealing with the appointment of a successor to the chair of the Board. In the absence of the chair of the Committee and/or an appointed deputy, the remaining members present may elect one of the independent non-executive directors to chair the meeting.
- 5.4 If the chair of the Committee considers that it is necessary or appropriate for any individual who would otherwise participate in the Committee's activities to refrain from doing so (including, without limitation, on the grounds of a potential, actual or perceived conflict of interest), the Committee may, on the chair of the Committee's recommendation, require that individual to recuse themselves from participation in such element of the Committee's activities.
- 5.5 Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others, such as the chief executive officer, the chief people officer and external advisers, to attend all or part of any meeting if it thinks it is appropriate or necessary.
- 5.6 Appointments to the Committee are for a period of up to three years, extendable for two further three-year periods, provided that the majority of the Committee members remain independent.

## **6. QUORUM**

- 6.1 The quorum necessary for the transaction of business is three members, of whom the majority must be independent non-executive directors.
- 6.2 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.
- 6.3 Notwithstanding the quorum requirements for the Committee, all members of the Committee should endeavour to participate in all meetings of the Committee.

## **7. FREQUENCY AND FORM OF MEETINGS**

- 7.1 The Committee must meet as often as necessary to fulfil its remit but, in any case, at least twice a year, at such times and places determined by the Committee Chair.
- 7.2 The Committee must approve the annual calendar of its meetings. Additional meetings may be called by the chair of the Committee.
- 7.3 The Committee may hold meetings by telephone or using any other method of electronic communication which allows those participating to hear and speak to each other and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the chair of the Committee.

## **8. NOTICE OF MEETINGS**

- 8.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any member of the Committee.
- 8.2 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date (and dial-in details if required) of the meeting must be sent, with an agenda of the items to be discussed and any supporting papers, to each member of the Committee, any other person required to attend the meeting and all other non-executive directors as soon as practicable, and in any event no later than two working days before the date of the meeting.

## **9. SECRETARY**

- 9.1 The Company Secretary or such person as the Company Secretary nominates acts as the secretary of the Committee.
- 9.2 The secretary must ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## **10. MINUTES**

- 10.1 The secretary must minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 10.2 Any conflicts of interest exist of members of the Committee are to be declared at the start of each meeting in relation to the matters to be discussed and, recorded accordingly in the minutes.
- 10.3 Draft minutes of Committee meetings must be sent promptly to all members of the

Committee. Once approved, minutes must be circulated to all other members of the Board, unless, exceptionally, the chair of the Committee thinks it is inappropriate to do so.

## **11. SELF-EVALUATION**

The Committee shall, at least once a year, review its own performance, composition and terms of reference at least once a year and recommend to the Board any changes it considers necessary or desirable.

## **12. REPORTING RESPONSIBILITIES**

12.1 After each Committee meeting, the chair of the Committee must report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

12.2 The Committee may make such recommendations to the Board it deems appropriate on any area within its remit where action or improvement is desirable or needed and adequate time should be made available for Board discussion when necessary.

12.3 The Committee must compile a report to shareholders to be included in the Company's annual report describing the work of the Committee, including:

- (a) its activities, the number of meetings of the Committee and the individual attendance by each of the members;
- (b) the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
- (c) how the Board 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 or will influence Board composition;
- (d) identify any external search agency used by the Company, and state whether it has any connection with the Company or individual directors;
- (e) 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
- (f) the gender balance of Senior Management.

## **13. SHAREHOLDER ENGAGEMENT**

The Committee chair must attend the Company's annual general meeting and respond to any shareholder questions on matters within the Committee's area of responsibility, as directed by the chair of the annual general meeting. In addition, the Committee chair should seek engagement with shareholders on matters related to the Committee's areas of responsibility which the Committee reasonably considers significant.

## **14. OTHER MATTERS**

The Committee must:

- (a) have access to sufficient resources to carry out its duties, including access to the Company Secretary for assistance as required on all Committee matters;
- (b) be given appropriate and timely training, in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) give due consideration to laws and regulation including the general duties of directors set out in the Companies Act 2006, the provisions of the UK Corporate Governance Code, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- (d) oversee any investigation of activities which are within its terms of reference; and
- (e) work and liaise as necessary with all other Board committees.

14.2 The Committee shall make available its terms of reference on the Company's website explaining clearly its role and authority delegated to it by the Board.

14.3 These terms of reference may be amended from time to time by the Board.

## **15. AUTHORITY**

The Board authorises the Committee to:

- (a) undertake any activity within its terms of reference;
- (b) seek any information from any Group employee or contractor that it requires to perform its duties;
- (c) obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and to invite persons giving such advice to attend Committee meetings;

- (d) call any Group employee or contractor to be questioned at a Committee meeting, as and when required; and
- (e) delegate any of its powers to one or more of its members or the secretary (whilst being mindful of the Committee's duties under these terms of reference).