

FOXTONS GROUP PLC
(the "Company")

NOMINATION COMMITTEE TERMS OF REFERENCE

1. MEMBERSHIP

- 1.1. The committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors.
- 1.2. Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3. Appointments to the committee are made by the Board and 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.
- 1.4. The Board shall appoint the committee chair who should be either the chair of the Board or an 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 relevant 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 his or her succession.

2. SECRETARY

The company secretary or his or her 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 its business.

3. QUORUM AND VOTING ARRANGEMENTS

- 3.1. The quorum necessary for the transaction of business shall be two members. 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. The members of the committee may meet for the despatch of business, adjourn and otherwise regulate meetings as they think fit.
- 3.3. Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting.

4. MEETINGS BY TELEPHONE AND OTHER ELECTRONIC MEANS

- 4.1. All or any of the members of the committee may participate in a meeting of the committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A member of the committee so participating shall be deemed to be

present in person at the meeting and shall be entitled to fully participate and be counted in the quorum accordingly.

- 4.2. Any action or decision of the Committee may also be taken by an instrument or instruments in writing (including via email or other electronic means) signed (including via the use of electronic signatures) by all members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a quorum of votes cast at a meeting of the Committee called for such purpose.

5. FREQUENCY OF MEETINGS

The committee shall meet at least twice a year and otherwise as required.

6. NOTICE OF MEETINGS

- 6.1. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.
- 6.2. 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, any other person required to attend and all other non-executive directors, no later than five 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.
- 6.3. The notice period set out in 6.2 may be reduced at the sole discretion of the committee chair to whatever he/she considers appropriate.
- 6.4. Notice, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7. MINUTES OF MEETINGS

- 7.1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 7.2. 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 unless in the opinion of the committee chair it would be inappropriate to do so.

8. ANNUAL GENERAL MEETING AND STAKEHOLDER ENGAGEMENT

The committee chair should attend the annual general meeting of the Company to answer any shareholder questions on the committee's activities. In addition, the committee chair should seek engagement with shareholders and other stakeholders where relevant on significant matters related to the committee's areas of responsibility.

9. DUTIES

The committee should carry out the duties below for the Company, its subsidiary undertakings and its Group as a whole, as appropriate.

The committee shall:

- 9.1. regularly review the structure, size and composition of the Board, including a review of the scope to further promote diversity, with particular regard to the balance of executive and non-executive directors, including independent non-executive directors, and make recommendations to the Board with regard to any changes;
- 9.2. keep under review the leadership needs of the organisation, both executive and non-executive directors of the Board and senior management, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 9.3. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 9.4. prepare a policy on the promotion of diversity, equal opportunity and inclusion in relation to the Board and senior management positions;
- 9.5. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 9.6. consider proposals for the re-appointment or promotion of directors and also any proposal for their dismissal, retirement, non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment;
- 9.7. before any appointment is made by the Board, evaluate the current and recommended future balance of skills, knowledge, experience, independence, 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:
 - 9.7.1. use open advertising or the services of external advisers to facilitate the search;
 - 9.7.2. consider candidates from diverse backgrounds; and
 - 9.7.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity, inclusion and equal opportunity on the Board, taking care that appointees have enough time available to devote to the position;
- 9.8. for the appointment of a chair, the committee should prepare a job specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the Board before appointment and any changes to the chair's commitments should be reported to the Board as they arise;
- 9.9. prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 9.10. 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, involvement outside Board meetings and the induction process;
- 9.11. review the results of the Board performance review process that relate to the Board's composition, succession planning and diversity;

9.12. review annually the time required from non-executive directors. The performance review should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

9.13. work and liaise as necessary with all other committees of the Board;

The committee shall also make recommendations to the Board concerning:

9.14. formulating plans for orderly succession to both the Board and senior management positions, based on merit and objective criteria, taking into account the challenges and opportunities facing the Company, the skills, experience, independence, knowledge, and diversity needed on the Board in the future, as well as the length of service of the Board as a whole and the need for membership to be regularly refreshed. This includes formulating succession plans for both executive and non-executive directors, particularly for the key roles of chair of the Board and chief executive, and considering opportunities to further promote diversity and inclusion at the senior management level. When considering the role of chair of the Board, the committee shall have regard, insofar as is practicable, to ensuring that the chair should not remain in post beyond nine years from the date of their first appointment to the Board;

9.15. suitable candidates for the role of senior independent director;

9.16. membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chairs of those committees;

9.17. 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;

9.18. 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 to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);

9.19. 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

9.20. the appointment of any director to executive or other office.

10. REPORTING RESPONSIBILITIES

10.1. The committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2. The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3. The committee shall produce a report to be included in the Company's annual report alongside a statement about its activities and the process used to make

Board and senior management appointments in order to deliver the Company's strategy, including an explanation of how the Committee has overseen the development of a diverse pipeline for the succession of senior management. The report should explain if external advice or open advertising has not been used and why they were not used. Where an external search agency has been used, it shall be identified in the Company's annual report and a statement made as to whether it has any connection with the Company or individual directors.

- 10.4. The report referred to in 10.3 above should include a description of the Board's policy on diversity and inclusion, and the effectiveness of this policy including how it complements and serves to deliver the Company's strategy, and any measurable objectives that it has set for implementing the policy and progress on achieving those objectives. The report should include reference to the gender balance of those in senior management and their direct reports.
- 10.5. The report should also include a statement on how the annual Board performance review has been conducted. When an externally facilitated Board performance review takes place, further information should be disclosed on how the Board engaged with the external reviewer and how its outcomes and actions have or will influence succession planning and Board composition. If an external reviewer is used, it should be identified in the annual report alongside a statement made about any other connection it has with the company or individual directors.

11. OTHER MATTERS

The committee shall:

- 11.1. have access to sufficient resources in order to carry out its duties, including access to the company secretary and any employees of the Group for assistance as required;
- 11.2. 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;
- 11.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's UK Listing Rules, Prospectus, Disclosure and Transparency Rules and any other applicable rules, as appropriate. These terms of reference reflect, inter alia, the principles and provisions of the 2024 UK Corporate Governance Code. Should the committee determine that it would not be appropriate for the Company to apply any one or more of those principles or provisions, then the committee may be permitted to depart from the relevant clause in these terms of reference if it provides an explanation for its decision to the Board, and the Board decides that it would be appropriate to depart from the relevant principle or provision and explain the reasons for such departure in the annual report;
- 11.4. 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; and
- 11.5. publish these terms of reference on the Company's website.

12. AUTHORITY

The committee is authorised by the Board to carry out all duties set out in these terms of reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference as it considers necessary.

13. APPROVAL

These terms of reference were approved by the Board on 26 February 2025.