

# **WORKSPACE GROUP PLC**

## **(the 'Company')**

### **APPROVED TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE ESTABLISHED BY THE BOARD ON 6 APRIL 2004 (REVISED 3 APRIL 2007, OCTOBER 2011, MARCH 2013, MARCH 2016, MARCH 2017, NOVEMBER 2017, APRIL 2018, JANUARY 2019, SEPTEMBER 2021, JANUARY 2022 AND JANUARY 2023, APRIL 2024, MARCH 2025 AND APRIL 2026)**

#### **1. Constitution**

The Board hereby resolves to establish terms of reference for the 'Nominations Committee'.

#### **2. Membership**

- 2.1. The Committee shall be appointed by the Board.
- 2.2. The Committee shall comprise of at least three directors, the majority of whom should be independent Non-Executive Directors of the Company.
- 2.3. The Board shall appoint the Chair of the Committee who should be either the Chair of the Board or an independent Non-Executive Director. The Chair of the Board should not Chair the Committee when it is dealing with the matter of succession to the Chairship. In the absence of the Committee Chair, 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.
- 2.4. Only the members of the Committee have the right to attend Committee meetings. Other individuals such as the Chief Executive Officer, and external advisers may, however, be invited to attend whenever their input is required. Video conferencing or teleconferencing may be used as appropriate.
- 2.5. Appointments to the Committee are made by the Board for a period of up to three years, which may be extended for up to two additional periods of up to three years, provided the Director still meets the criteria for membership of the Committee.

#### **3. Secretary**

The Company Secretary or his or her nominee shall act as Secretary to the Committee and shall oversee that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to matters included in meeting agendas.

#### **4. Quorum**

The presence of two Committee members, both of whom must be independent Non-Executive Directors, shall constitute a quorum 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.

#### **5. Frequency of Meetings**

The Committee shall meet at least twice a year and at such times as required.

#### **6. Notice of Meetings**

- 6.1. Meetings of the Committee shall be called by the Company Secretary at the request of the Committee Chair.

- 6.2. Unless otherwise agreed by the Committee, notice of each meeting, confirming the date, time and venue of the meeting, the agenda of items to be discussed and any supporting papers, shall be forwarded to each member of the Committee no later than three working days before the date of the meeting.

## **7. Minutes of Meetings**

- 7.1. The Company Secretary or his or her nominee shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of all those present and in attendance.
- 7.2. Draft minutes of all Committee meetings should 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**

The Committee Chair shall attend the Annual General Meeting prepared to answer any Shareholder questions on the Committee's activities.

## **9. Duties**

- 9.1. The Committee shall carry out the duties below for the Company , and its group as a whole, as appropriate.

The Nominations Committee shall:

- 9.2. Regularly review the structure, size and composition of the Board (including the skills, knowledge and experience of its members) and make recommendations to the Board with regard to any changes that are deemed necessary.
- 9.3. Give full consideration to succession planning for all directors and other senior managers (including members of the Executive Committee of the Company), taking into account any changes that may be occurring in the nature of the Company's business and therefore the skills and expertise that will be necessary on the Board in the future.
- 9.4. Identify and nominate candidates for the approval of the Board to fill Board vacancies as and when they arise.
- 9.5. In advance of any new appointments the Committee shall evaluate the balance of skills, knowledge and experience on the Board and in light of this prepare a description of the role and capabilities that are required for a particular appointment. In order to identify a suitable candidate, the Committee should:
  - 9.5.1 use open advertising or the services of external advisers to facilitate the search. This does not preclude candidates being identified additionally through other channels;
  - 9.5.2 consider candidates from a wide range of backgrounds;
  - 9.5.3 consider candidates on merit and against objective criteria, and with due regard to the benefits of diversity, inclusion and equal opportunities, including gender, taking care that appointees have enough time available to devote to the position;
  - 9.5.4 for the appointment of a Chair, prepare a job description, 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; and
  - 9.5.5 for the appointment of a director who is intended to become Chair of the Remuneration Committee, ensure that candidates have served as a member of a remuneration committee for at least 12 months.
- 9.6. Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates. In light of this, the Committee should regularly review the leadership needs of the organisation, with regards to both Executives and Non-Executives, in order to ensure that the organisation continues to be able to operate and compete effectively within its marketplace and achieve its planned development.

- 9.7. Review the time commitment required of Non-Executive Directors annually. Ensure that the Chair of the Board performs performance assessments on all Non-Executive Directors in order to determine whether they are spending enough time to fulfil their duties. Ensure that performance appraisals are undertaken on all Executive Directors at least annually.
- 9.8. Ensure that the other significant commitments of all Board members are disclosed to the Board prior to appointment and included within the Annual Report each year.
- 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 and involvement in outside Board meetings.
- 9.11. Review the results of any Board performance review process that relate to the composition of the Board.
- 9.12. The Nominations Committee shall also make recommendations to the Board concerning:
  - 9.12.1 succession plans for both Executive and Non-Executive Directors and, in particular, for the key roles of Chair and Chief Executive;
  - 9.12.2 suitable candidates for the role of Senior Independent Director;
  - 9.12.3 membership of the Audit and Remuneration Committees or any other Committees established by the Board in consultation with the Chair of these Committees;
  - 9.12.4 the re-appointment of any Non-Executive Director on or before their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
  - 9.12.5 the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code ("Code") or the 'retirement by rotation' provisions in the Company's Articles of Association, taking account of that director's performance and contribution to the Board and the knowledge, skills and experience required;
  - 9.12.6 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 provisions of the law and their service contract; and
  - 9.12.7 the appointment of any Director to an Executive or other office other than to the positions of Chair and Chief Executive Officer, which should be considered at meetings of the full Board.
- 9.13. The Nomination Committee shall produce a report to be included in the Company's Annual Report about its activities, the process used to make appointments and its approach to succession planning, how both support developing a diverse pipeline, and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company or any individual director of the Company.
- 9.14. The report referred to in paragraph 9.13 should include a statement of the Board's policy on diversity and inclusion, including the gender balance of those in senior management and their direct reports, any measurable objectives that it has set for implementing the policy and its linkage to the Company's strategy, and progress on achieving those objectives.
- 9.15. The report referred to in paragraph 9.13 should also describe how any Board performance review has been conducted. Where an external evaluator is used for any Board evaluation, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company or any individual director of the Company.

## **10. Reporting Procedures**

- 10.1. The Committee Chairman shall ensure that the Committee's agendas and minutes are formally reported to the Board.

- 10.2. The Committee shall make any recommendations to the Board that it deems to be appropriate on any area within its duties and responsibilities.

## **11. Committee Performance**

The Committee should undertake a periodic evaluation of the Committee's performance. At least once a year, the Committee should review its own performance, constitution and terms of reference to ensure that it is operating as effectively as possible. Any changes that are necessary should be recommended to the Board for approval, save that the Board authorises the Committee to approve changes to its terms of reference which are of a routine nature, including error corrections or changes necessary to comply with or reflect changes in applicable laws and regulations and any other applicable rules and guidance, as appropriate.

## **12. Stakeholder Engagement**

The Chair of the Committee shall, where it is deemed necessary and appropriate, seek engagement with shareholders on significant matters related to areas of the Committee's responsibility.

## **13. ESG Matters**

The Committee shall, when carrying out its duties, always give due consideration to relevant ESG matters.

## **14. Other Matters**

The Committee shall:

- 14.1. Have access to sufficient resources in order to carry out its duties effectively. This includes access to the Company Secretary for assistance as required.
- 14.2. 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.
- 14.3. Give due consideration to all applicable laws and regulations, the principles and provisions of the Code, the requirements of the UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook published by the Financial Conduct Authority and any other applicable rules and guidance, as appropriate.

## **15. Authority**

- 15.1. The Committee is authorised by the Board to investigate any matter within its terms of reference.
- 15.2. The Committee is authorised by the Board to obtain outside professional advice and assistance in the conduct of its duties and to secure the attendance of outsiders with relevant experience and expertise wherever necessary.
- 15.3. The Committee is also authorised to seek any information from any employee in the Company that it deems to be necessary in order to discharge its duties.