Smiths News plc

TERMS OF REFERENCE – NOMINATIONS COMMITTEE

1. COMPOSITION

1.1 The Nominations Committee shall be a Committee of the Board, with its members appointed by the Board on the recommendation of the Nominations Committee. Appointments shall be for a period of up to nine years, subject to both annual re-election at each Annual General Meeting and the relevant member continuing to meet the independence criteria for membership of the Board.

1.2 The Committee shall comprise at least two directors, the majority of whom shall be independent non-executives.

1.3 The Board shall appoint the chair of the Committee, who shall be either the Chairman of the Board or an independent non-executive director, but the Chairman of the Board should not chair the Committee when it is dealing with the appointment of a successor to the chairmanship. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

1.4 The Committee may invite other individuals such as the Chief Executive Officer, People Director and external advisers to attend for all or part of any meeting, as and when appropriate.

1.5 The Company Secretary or his nominee shall be the Secretary to the Committee and, together with the People Director, shall provide administrative support and assistance to the Committee.

2. MEETINGS

2.1 The quorum for any meeting shall be two of the Committee members.

2.2 The Committee shall normally meet at least once a year and additionally as and when required. The chair of the Committee may convene meetings at his /her discretion. A meeting of the Committee shall be called by the Secretary at the request of the Committee chair or any member of the Committee.

2.3 Notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers where appropriate shall be forwarded in advance to each member of the Committee and to each other person invited to attend (in electronic form with recipients' consent) in a timely manner to enable full and proper consideration to be given to issues.

2.4 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

2.5 Draft minutes of Committee meetings shall be agreed with the Committee chair and then circulated promptly to all members of the Committee as well as to all other members of the Board and the Company Secretary, unless it would be inappropriate to do so in the opinion of the Committee chair.

2.6 A member of the Committee may participate in a meeting electronically.

2.7 If any member of the Committee is unable to act for any reason, the chair of the Committee may appoint another non-executive director of the Company, agreed by the other members of the Committee, to act as the member's alternate.

2.8 Each member of the Committee shall disclose to the Committee:

2.8.1 any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or

2.8.2 any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

3. DUTIES

3.1 The responsibilities of the Committee are:

3.1.1 to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board and to make recommendations to the Board with regard to any changes;

3.1.2 to ensure plans are in place for orderly succession planning for the Board and other senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, the skills and expertise needed on the Board in the future and oversee the development of a diverse pipeline for succession;

3.1.3 to be responsible for identifying and nominating for the approval of the Board, candidates to fill Board and Committee vacancies as and when they arise;

3.1.4 before any appointment is made by the Board, to 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:

a. use open advertising or the services of external advisers 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, social and ethnic backgrounds, taking care that appointees have enough time available to devote to the position.

3.1.5 to 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;

3.1.6 to keep up to date and fully informed about strategic issues and commercial changes affecting the business and the market in which it operates;

3.1.7 to establish and promote appropriate employee engagement with the Board in order to ensure that workforce views are collected and considered through any or all of the following: a nominated director appointed from the workforce, a formal workforce advisory panel, a designated non-executive director with responsibility for overseeing such employee engagement or such other arrangements as the Committee may consider conducive at any time;

3.1.8 to review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning;

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

3.1.10 to 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 Committee shall satisfy itself that any external commitments of the Chairman and the non-executive directors do not conflict with their duties and their time commitments to the Company. Any new external commitments shall require the prior approval of the Chairman (or, in the case of the Chairman, of the Senior Independent Director in conjunction with the Chief Executive Officer) and shall be duly disclosed to the Board;

3.1.11 prepare a job specification for the appointment of a Chairman, including assessment of the time commitment expected, recognising the need for availability in the event of crisis. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise;

3.1.12 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;

3.1.13 work and liaise as necessary with other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly;

3.1.14 prepare a report on the work of the Committee for including in the Annual Report which complies with the requirements of the UK Corporate Governance Code, including a description on the Board's policy on diversity, including gender, social and ethnic backgrounds, and measurable objectives it has set for implementing the policy and progress on achieving the objectives. An explanation should be given if neither an external search agency nor open advertising has been used in the appointment of the Chairman or non-executive director. Where an external agency has been used, it should be identified in the annual report and a statement made as to its independence; and

3.1.15 make available its terms of reference, explaining the role and the authority delegated to it by the Board.

3.2 The Committee shall also make recommendations to the Board concerning:

3.2.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

3.2.2 suitable candidates as new directors and succession for existing directors, and for the role of Senior Independent Director;

3.2.3 appointment of the Company Secretary;

3.2.4 membership of the Audit, Remuneration and Sustainability Committees, and any other Board committees as appropriate, in consultation with the respective chair persons of those committees;

3.2.5 the re-appointment of any director at the annual re-election provisions of the Code or the retirement 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 progressive refreshing of the Board, taking into account the length of service of individual directors, the Chairman and the Board as a whole;

3.2.6 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

3.2.7 the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive Officer, the recommendation for which would be considered at a meeting of the full Board.

4 ANNUAL GENERAL MEETING

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.

5 REPORTING

5.1 The chair of the Committee shall make a verbal report to the next meeting of the Board of matters considered by the Committee, recommendations, and actions to be taken.

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 describing its work, including:

5.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;

5.3.2 how 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 influenced or will influence Board composition;

5.3.3 the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives;

5.3.4 the gender and ethnicity balance of those in the senior management team and their direct reports; and

5.3.5 If an external search consultancy has been engaged, it should be identified in the Company's annual report alongside a statement about any other connection it has with the Company or individual directors.

6. OTHER MATTERS

6.1 The Committee shall, at least once a year, review its own performance, 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.

6.2 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.

6.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.

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

7. AUTHORITY

7.1 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.

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

Version	Author	Purpose/Change	Date
3-0	Adele Duff – Deputy Co Sec	Annual Review – approved by the Board	08.08.19
4-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	23.09.20
5-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	21.07.21
6-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	18.07.22
7-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	18.07.23
8-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	24.08.24
9-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	22.07.25
10-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	21.07.26