



MARSTON'S PLC (the "Company")

Terms of reference for the Nomination Committee ("the **Committee**")

Reference to "the Board" shall mean the Board of Directors of the Company

1. Purpose

The purpose of this Committee is to monitor the balance of skills, knowledge, experience, independence and diversity of the Board and its Committees; ensure that plans are in place for an orderly succession to both Board and senior management positions and to oversee the development of a diverse pipeline for succession; and ensure that the composition of the Board is regularly reviewed and refreshed.

2. Membership

- 2.1 The members of the Committee shall be appointed by the Board and shall be made up of at least 3 members, the majority of whom are considered to be independent non-executive directors.
- 2.2 Subject to annual re-election by shareholders, appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods provided the director still meets the criteria for membership of the Committee.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Director of HR, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.4 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 meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.5 The Chair of the Board shall not chair the Committee when it is dealing with the appointment of their successor.
- 2.6 The Chair and members of the Committee shall be listed on the Company's website and each year in the Annual Report and Accounts.
- 2.7 Each member of the Committee shall disclose to the Committee:
 - 2.7.1 Any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
 - 2.7.2 Any potential conflict of interest arising from a cross-directorship or other business interests.
 - 2.7.3 Any such member shall abstain from voting on resolutions and participating in the discussion concerning such resolutions.

3. Secretary

- 1.1 The General Counsel & Company Secretary or their nominee shall act as the Secretary to the Committee ("**Secretary**") and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two both of whom must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.

5. Meetings

- 5.1 The Committee shall meet at least twice a year and at such other times as required.
- 5.2 Members may participate in a meeting by means of telephone, video conferencing facility or other suitable communication equipment.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or any of its members.
- 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 who is 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.

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 and, once approved, to all other members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

8. Engagement with shareholders

- 8.1 The Committee Chair shall attend the Annual General Meeting and be 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.

9. Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate:

9.1 Composition of the Board and senior management

- 9.1.1 Regularly review the structure, size and composition (including the combination of skills, knowledge, experience, independence and diversity) required of the Board considering the length of service of the Board as a whole and make recommendations to the Board with regard to any changes.
- 9.1.2 Oversee plans for the orderly succession to Board and senior management positions and monitor the development of a diverse pipeline for succession, taking into account the strategic priorities, the

challenges and opportunities facing the Group, and the skills and expertise needed to ensure the long-term success of the Group.

- 9.1.3 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.
- 9.1.4 Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- 9.1.5 In supporting the Board's commitment to equality, diversity and inclusion at both the Board level and across the wider business, keep under review the development of the Company's policy and initiatives on equality, diversity and inclusion, ensuring that they align with the Group's strategic priorities.
- 9.1.6 Support employee and workforce engagement-related matters and initiatives that promote a culture of inclusion and diversity.
- 9.1.7 Receive from management, review and report to the Board, on various employee and workforce engagement-related policies, measures and practices, giving due consideration to alignment of such measures with the Group's strategy, purpose, values and behaviours.

9.2 *Appointments to the Board*

- 9.2.1 Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 9.2.2 Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity (including gender, social and ethnic backgrounds, cognitive and personal strengths) on the Board and, in the light of the evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the Committee shall:
 - 9.2.2.1 where appropriate, use open advertising or the services of external advisers to facilitate the search;
 - 9.2.2.2 consider candidates from a wide range of backgrounds;
 - 9.2.2.3 consider candidates on merit 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; and
- 9.2.3 as part of the process for nominating candidates for appointment, 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 and any future business interest that could result in a conflict of interest must not be undertaken without prior authorisation of the Board. The Committee will review, on an annual basis, the Directors' conflicts register and recommend any corrective action that may be applied for approval of the Board.
- 9.2.4 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.

9.3 *Board performance review*

- 9.3.1 Review the results of the Board performance review process that relate to the composition of the Board and succession planning;
- 9.3.2 Review annually the time required from non-executive directors. Performance review should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- 9.3.3 Work and liaise as necessary with all other Board Committees, ensuring the interaction between committees and with the Board is reviewed regularly.

9.4 *Succession planning*

- 9.4.1 The Committee shall also make recommendations to the Board concerning:
 - 9.4.1.1 Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
 - 9.4.1.2 Suitable candidates for new directors and succession for existing directors;
 - 9.4.1.3 The appointment of the Chair of the Board, the Senior Independent Director and the Chair of each of the Board Committees;
 - 9.4.1.4 Membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chairs of those committees;

9.5 *Re-appointment of directors and continuation of office*

- 9.5.1 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;
- 9.5.2 The re-election by shareholders of any director under the annual re-election provisions of the Corporate Governance Code ("**Code**") or the 'retirement by rotation' 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 Chair and the Board as a whole;
- 9.5.3 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
- 9.5.4 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, and adequate time should be made available for Board discussion when necessary.
- 10.3 The Committee shall produce a report in the Company's annual report describing the work of the Committee, including:

- 10.3.1 The processes used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- 10.3.2 How the Board performance review 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;
- 10.3.3 The policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented, and progress on achieving the objectives;
- 10.3.4 The gender balance of those in senior management positions (the Executive Committee) and their direct reports.

- 10.3.5 The disclosure requirements and the Company's approach to collecting numerical data regarding ethnic background, gender identity or sex at the Board and Executive Committee level in accordance with regulatory requirements and best practice.

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

11. Other

The Committee shall:

- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.2 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;
- 10.3 Give due consideration to laws and regulations, the provisions of the Code and the requirements of the FCA's Listing, Prospectus and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules or guidance, as appropriate; and
- 10.4 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.

12. Authority

- 12.1 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. In this regard, any Board policy document concerning the securing of such advice shall be adhered to by the Committee:
 - 12.1.1 The Committee is exclusively responsible for establishing the selection criteria for such advisers and their appointment and terms of reference; and
 - 12.1.2 The appointment and performance of such advisers shall be reviewed by the Committee on a regular basis.

Proposed May 2025
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