

Terms of Reference

Nomination Committee

The Nomination Committee (**Committee**) is a committee of the board of directors (**Board**) of AJ Bell plc (**Company**) from which it derives its authority and to which it regularly reports.

1. Purpose

The role of the Committee is to ensure that there is a formal and transparent process for the appointment of new directors to the Board and senior management (as defined in the UK Corporate Governance Code), including members of the executive committee (**ExCo**), and to oversee the development of a diverse pipeline for succession. The Committee also assists the Board in ensuring its composition is regularly reviewed and refreshed so that it is effective and able to operate in the best interests of shareholders.

2. Governance

Membership	The Committee shall comprise at least three independent non-executive directors, including the chair of the Board and the Senior Independent Director. The Committee Chair shall review the Committee's composition annually, as part of the annual performance evaluation.
Appointment	Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee, and in consultation with the Committee Chair. Where a non-independent non-executive director is a member of the Committee, the Board shall explain why it considers their membership appropriate. Appointments shall be for a period of up to three years, extendable by no more than two additional three-year periods.
Committee Chair	The Board shall appoint the chair of the Committee, who shall be either the chair of the Board or an independent non-executive director. The chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chair. In the absence of the Committee Chair and/or an appointed deputy, the senior independent director will chair meetings of the Committee, or in their absence, the remaining Committee members present at a Committee meeting shall elect one of the other independent non-executive directors present to chair the meeting. Where a decision cannot be reached, the Committee Chair has the casting vote, except where they have a personal interest.
Secretary	The Company Secretary (Secretary), or their nominee, shall act as the Secretary of the Committee and will support the Committee by taking minutes and ensuring members receive relevant information and papers in a timely manner to enable full and proper consideration of the issues.

Authority

The Board authorises the Committee to:

- carry out the duties set out in these terms of reference and have unrestricted access to the Company's documents and information;
- seek any information it requires from any employee or director of the Company to perform its duties;
- obtain, at the Company's expense, appropriate professional advice on any matter within its terms of reference as it considers necessary;
- secure the attendance of external advisers at its meetings if it considers this necessary, at the Company's expense.

Delegated authority

The Company Secretary (**Secretary**), or their nominee, shall act as the Secretary of the Committee and will support the Committee by taking minutes and ensuring members receive relevant information and papers in a timely manner to enable full and proper consideration of the issues.

3. Meeting arrangements

3.1 Quorum

- (a) The quorum for meetings is two members.
- (b) If there is difficulty in achieving a quorum, independent non-executive directors, who are not Committee members, may be co-opted as members for individual meetings.

3.2 Arrangements

- (a) The Committee shall meet at least twice a year.
- (b) Meetings of the Committee may be called by the Secretary at the request of any of its members, or at the request of the chief executive officer (CEO).

3.3 Attendance

- (a) Only members of the Committee have the right to attend meetings.
- (b) The Committee Chair has discretion to decide who, other than the Committee members, shall attend and address all or part of Committee meetings.
- (c) The CEO, Group People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary and with the agreement of the Committee Chair.
- (d) The Committee Chair may ask any attendees to leave the meeting to allow discussions of matters relating to them.

3.4 Minutes

- (a) The Secretary, or their nominee, shall minute the proceedings and decisions of all Committee meetings, including the attendance and existence of any conflicts of interest.
- (b) Draft minutes of Committee meetings shall be agreed with the Committee Chair and then circulated to all Committee members, unless in the Committee Chair's opinion it would be inappropriate to do so.

- (c) Once approved, minutes shall be circulated to all other Board members unless, in the Committee Chair's opinion, it would be inappropriate to do so.

4. Responsibilities

In carrying out its responsibilities, the Committee shall:

4.1 Composition of the Board and ExCo

- (a) regularly review the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the Board, its committees and the ExCo and make recommendations to the Board with regard to any changes that are deemed necessary;
- (b) 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;
- (c) keep under review the number of external directorships held by non-executive directors; and
- (d) ensure that the Board and/or ExCo is not dominated by an individual or group in any way that the Board considers to be detrimental to the governance of the business.

4.2 Succession planning

- (a) give full consideration to succession planning for directors and senior management, taking into account the challenges and opportunities facing the Company, and the skills, experience, independence, knowledge and diversity needed on the Board and ExCo in the future, making recommendations to the Board as necessary; and
- (b) oversee the development of a diverse pipeline for succession for appointments to the Board and senior management, having regard to diversity.

4.3 Appointments to the Board and ExCo

- (a) be responsible to the Board for leading the process for Board and Board Committee appointments and recommend to the Board ExCo appointment, considering candidates from diverse backgrounds to fill Board and senior management vacancies as and when they arise (except to the positions of chair of the Board and CEO, the recommendation for which is to be considered by the Board);
- (b) consider proposals for the re-appointment or promotion of directors and senior management and also any proposal for their dismissal, retirement, non-re-appointment or any substantial change in their duties, responsibilities or the term of their appointment;
- (c) before the Board makes any appointment, evaluate the balance of skills, experience, independence, knowledge and diversity on the Board or ExCo, as applicable, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- (d) in identifying suitable candidates:
 - (i) use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search, particularly for the role of a chair or non-executive director;
 - (ii) consider candidates from a wide range of backgrounds, on merit and against objective criteria and with due regard for the benefits of diversity on the Board and ExCo;

- (iii) before appointment, require proposed appointees to disclose other significant commitments to the Board indicating the time involved and any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest;

4.4 Board performance evaluation

- (a) assist the chair of the Board with the implementation of an annual process to assess the overall and individual performance and effectiveness of the Board and its committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, how the Board works together, and other factors relevant to the Board's effectiveness;
- (b) consider external facilitation of the evaluation of the Board at least every three years;

4.5 Serving Directors

- (a) recommend to the Board 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 light of the knowledge, skills and experience required;
- (b) review annually the time required from non-executive directors, including the chair of the Board and senior independent director, considering whether the non-executive directors are spending enough time to fulfil their duties and compliance with any applicable FCA requirements;
- (c) keep under review at least annually potential conflicts of interest of directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary;
- (d) recommend to the Board the annual re-election of directors by shareholders in accordance with the UK Corporate Governance Code or the retirement by rotation provisions in the Company's articles, having regard to their performance and commitment to the role (particularly in relation to non-executive directors being re-elected for a time beyond six years), and their contribution to the Company's long-term sustainable success;
- (e) make recommendations to the Board on 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;

4.6 Induction and training

- (a) via the Company Secretary, ensure that all new directors undertake an appropriate and tailored induction programme;
- (b) consider any training requirements for the Board as a whole;

4.7 Reporting Responsibilities

- (a) update the Board on its proceedings after each meeting on all matters within its responsibilities, and the minutes of all Committee meetings shall, unless in the Committee Chair's opinion it would be inappropriate to do so, be included in the Board papers for a subsequent Board meeting;
- (b) make recommendations to the Board as deemed appropriate on any area within its responsibilities where action or improvement is needed;

- (c) prepare a report to shareholders describing the work of the Committee in discharging its responsibilities in the annual report, including:
 - (i) a disclosure where an external search agency has been used, accompanied by a statement as to whether it has any connection with the Company; and
 - (ii) include a description of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives; and
- (d) have the right to report any matter in the Company's annual report that cannot be resolved between the Committee and the Board.

5. Other matters

The Committee shall:

- (a) give due consideration to all applicable laws and regulations, in particular the directors' duties contained in the Companies Act 2006, the provisions of the UK Corporate Governance Code, the requirements of the FCA's UK Listing Rules, Disclosure Guidance and Transparency Rules, the Consumer Duty, and the FRC Minimum Standard and any other applicable rules as appropriate;
- (b) work and liaise as necessary with all other Board committees;
- (c) have access to sufficient resources to carry out its duties, including access to the Secretary for assistance as required; and
- (d) arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

Approved by	Board
Approval Date	09/2026
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