

Close Brothers Group plc
Nomination and Governance Committee
(the “Committee”)

Terms of Reference

Approved by the Board on 24 July 2025

1. Purpose

The Board of Close Brothers Group plc (the “**Board**”) has delegated responsibility to the Nomination and Governance Committee to:

- review the composition of the Board and its Committees, and lead the process for appointments to the Board;
- oversee succession planning at Board and senior management level, including ensuring the development of a diverse talent pipeline for senior management positions;
- keep the Company’s governance arrangements under review and to make appropriate recommendations to the Board to ensure that such arrangements are consistent with corporate governance standards and best practice;
- monitor environmental, social and governance (“**ESG**”) and sustainability developments relevant to the Group (including developments relating to climate change); and

The Committee shall carry out the duties below on behalf of the Board in respect of Close Brothers Group plc and each of its subsidiaries and divisions (“the **Group**”), as appropriate.

2. Membership and quorum

Members

- 2.1. Members of the Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom should be independent non-executive directors.
- 2.2. The Board shall appoint the Chair of the Committee (the “**Chair**”) who should be either the Chair of the Board or an independent non-executive director.
- 2.3. In the absence of the Chair or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.4. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the role of the Chair of the Board.

- 2.5 The Chair shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities. In addition, the Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility as appropriate.

Attendance

- 2.6. Only members of the Committee have the right to attend Committee meetings.
- 2.7. Other individuals such as the Group Chief Executive, Group Head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

Quorum

- 2.8. 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. Committee management

Secretary

- 3.1. The Company Secretary or their 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 issues.

Frequency of Meetings

- 3.2. The Committee shall meet at least twice a year and at such other times as the Chair shall require.

Notice of Meetings

- 3.3. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chair or any of its members.
- 3.4. The notice, agenda and papers for the meeting will be circulated to all Committee members and any other person required to attend, no later than five working days before the date of the meeting, unless agreed with the Chair in advance. .

Minutes of Meetings

- 3.5. The Secretary shall minute the proceedings and decisions of meetings of the Committee, including recording the names of those present and in attendance.
- 3.6. Minutes of Committee meetings shall be agreed with the Chair and circulated promptly to all members of the Committee.
- 3.7. Minutes of Committee meetings will be made available to all Board members and the Company Secretary unless it would be inappropriate to do so. The minutes may also be circulated to other interested parties.

Terms of reference

- 3.8 The Committee shall, at least annually, review these Terms of Reference and its own performance, as well as the quality of information it receives and recommend any necessary changes to the Board for approval.

4. Responsibilities

The Committee shall:

Board and Committee Composition

- 4.1 Regularly review the structure, size and composition (including the balance of skills, knowledge, experience, independence and diversity) of the Board and its committees, taking into account the Company's current requirements, results of the Board performance review process, and the length of service of the Board as a whole, and make recommendations to the Board with regard to any changes.
- 4.2 Agree the role, responsibilities, accountabilities and expectations of the key roles on the Board, including the Chair of the Board, Senior Independent Director and Chief Executive.
- 4.3 Periodically review, and recommend to the Board any changes to, the Board's Diversity & Inclusion Policy.
- 4.4 Monitor progress towards the achievement of objectives of the Group's diversity and inclusion strategy, ensuring alignment to company strategy.

Serving directors

- 4.5 Review annually the time commitment required from non-executive directors (including the Chairman of the Board), taking into account the findings of performance reviews and assess that each director has sufficient time to be able to fulfil their duties.
- 4.6 At least annually, evaluate the independence of the non-executive directors of the Board and make recommendations to the Board.
- 4.7 Conduct an annual review of the Conflicts of Interest Register and review any disclosure relating to conflicts of interest to be made public.
- 4.8 Having regard to directors' individual performance, ability, contributions to the Board, and the balance of skills needed on the Board, make recommendations to the Board concerning:
- the annual election or re-election by shareholders of directors
 - the suitability of any director to continue in office; the appointment of any director to executive or other office within the Group;
 - the re-appointment of any non-executive director (including the term of such appointment) at the conclusion of their specified term of office.

Board Appointments

- 4.9 Be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, using a formal,

rigorous and transparent procedure. In identifying suitable candidates, the Committee shall use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search, and the Committee shall consider:

- candidates from a wide range of backgrounds;
 - candidates on merit and against objective criteria, considering their skills and expertise; and
 - the benefits of diversity on the board, in accordance with the Board's Diversity & Inclusion Policy.
- 4.10 Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in light of this evaluation prepare a description of the role, capabilities and time commitment required for a particular appointment.
- 4.11 Review a candidate's other commitments and ensure that, on appointment, a candidate has sufficient time to devote to the position.
- 4.12 Consider any other business interests of potential directors to the Board 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.
- 4.13 Ensure that on appointment to the Board, non-executive directors (including the Chair of the Board) 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.

Succession Planning

- 4.14 Ensure plans are in place for orderly succession to both the Board and senior management positions across the Group, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills, knowledge and expertise needed on the Board in the future.
- 4.15 Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring there is an adequate talent pool and the continued ability of the organisation to compete effectively in the marketplace.
- 4.16 Formulate plans for succession for both executive and non-executive directors and in particular for the key roles of the Chairman of the Board and the Chief Executive, and make recommendations to the Board.
- 4.17 Recommend to the Board any changes needed to the succession planning process if it considers that the desired outcomes have not been achieved.

Board training and performance review

- 4.18 Ensure that newly appointed directors receive an appropriate induction on joining the Board and examine ongoing training and development needs as required.
- 4.19 Oversee and determine the process to be followed for the annual performance review of the Board and its Committees, including a regular

externally facilitated review (at least every three years), in line with the provisions of the Code, the results of which will be reported to the Board for consideration.

- 4.20 Review the results of the Board performance review process that relate to matters within the Committee's remit, including the composition of the Board and succession planning.

Corporate Governance

- 4.21 Keep under review the Group's compliance with the Code and recommend to the Board any changes to the Group's corporate governance practices that it considers appropriate.

Monitor, and receive updates on, trends and developments in relation to corporate governance, considering their potential effect on the Group and the Group's response, and recommending any relevant changes to the Board as appropriate.

- 4.22 Review and assess practices and procedures in relation to workforce engagement.

5. Reporting Responsibilities

- 5.1 The Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 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.
- 5.3 The Committee shall produce a report, to be included in the company's Annual Report, about its activities during the year and how it has discharged its responsibilities in line with legal and regulatory requirements including the Code.

6. Other matters

The Committee shall:

- 6.1 Work and liaise as necessary with other Board committees, ensuring that the Committee's interaction with the Board and other committees is reviewed periodically.

7. Authority

The Committee is authorised by the Board to:

- 7.1 Investigate any activity within these Terms of Reference. It is authorised to seek any information it requires from, and require the attendance at its meetings of, any employee in order to perform its duties.
- 7.2 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 7.3 Obtain, at the Company's expense, external legal or other professional advice on any matters it believes necessary.

- 7.4 Select and engage external consultants to assist it in discharging any of its responsibilities, including searching for candidates for appointment to the Board.
- 7.5 Delegate any matter or matters to another committee or person(s) as it deems appropriate.
- 7.6 Publish in the Company's Annual Report, details of any issues that cannot be resolved between the Committee and the Board.