

JOHNSON SERVICE GROUP PLC

NOMINATION COMMITTEE TERMS OF REFERENCE

THESE NOMINATION COMMITTEE TERMS OF REFERENCE WERE APPROVED BY THE BOARD ON
19 NOVEMBER 2024 FOR ADOPTION WITH EFFECT FROM 1 JANUARY 2025

Interpretation

In these terms of reference:

“**Board**” means the board of directors of the Company;

“**Company**” means Johnson Service Group PLC;

“**Committee**” means the nomination committee of the Board;

“**Group**” means the group of companies of which the Company is the ultimate parent undertaking.

1. Composition

1.1 The Committee shall be appointed by the Board on the recommendation of the nomination Committee and 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. The Committee shall comprise of the Chair of the Company and all non-executive Directors.

1.2 A majority of members of the Committee shall be independent non-executive Directors.

1.3 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 their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not Chair the Committee when it is dealing with the matter of succession of the Chair of the Board.

1.4 Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite any executive management team members or other individuals or external advisers to attend for all or part of any meetings of the Committee, as they consider appropriate.

2. Secretary

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.

3. Quorum and voting

3.1 The quorum necessary for the transaction of business shall be three, at least two 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, powers and discretions vested or exercisable by the Committee.

3.2 Each member shall have one vote.

3.3 Save where they have a personal interest, the Chair of the Committee shall have a second or casting vote in the event of a tied vote.

4. Frequency of meetings

Meetings shall be held as appropriate, but not less than once a year.

5. Notice of meetings

5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.

5.2 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 Committee member and any other person required to attend in the week prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of meetings

6.1 The proceedings and resolutions of all Committee meetings, including the names of those present and in attendance, shall be minuted by the secretary.

6.2 Draft minutes of Committee Meetings shall be circulated to all members of the Committee. Once approved, minutes, agenda and supporting papers, will be made available to all other members of the Board unless, exceptionally, it would be inappropriate to do so.

7. Annual general meeting & Engagement with shareholders

The Committee Chair 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.

8. Duties and responsibilities

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

The Committee shall:

8.1 Regularly review and evaluate the structure, size and composition of the Board including the balance of skills, knowledge, experience, independence and diversity (including of gender, social and ethnic backgrounds and cognitive and personal strengths), as well as future challenges affecting the business, and in light of this review and evaluation, identify the gaps that need to be filled and make recommendations to the Board with regard to any adjustments that are deemed necessary.

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

8.3 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.

8.4 Keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

8.5 Be responsible for identifying and nominating, for the approval of the Board, candidates to fill board vacancies as and when they arise.

8.6 Before any appointment is made by the Board, review and evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this review and 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:

8.6.1 use open advertising or the services of external advisers to facilitate the search;

8.6.2 consider candidates from a wide range of backgrounds;

8.6.3 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.

8.7 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 also 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.

8.8 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.

8.9 Review the results of the Board performance review process that relate to the composition of the Board and succession planning.

8.10 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.

8.11 Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

The Committee shall also make recommendations to the Board concerning:

8.12 Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.

8.13 Suitable candidates as new directors and succession for existing directors.

8.14 Membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chair of those committees.

8.15 The re-appointment of non-executive directors 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 knowledge, skills and experience required.

8.16 The re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the Company's articles of association (as applicable), 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 skills, experience and knowledge 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 whole.

8.17 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.

8.18 The appointment of any director to executive or other office.

9. Reporting responsibilities

9.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

9.2 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.

9.3 The Committee shall produce a report to be included in the Company's annual report describing the work of the nomination committee, including:

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

9.3.2 how the Board review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence future Board composition;

9.3.3 the policy and any initiatives on diversity and inclusion, their objectives and link to Company strategy, how they have been implemented and progress on achieving the objectives; and

9.3.4 the gender balance of those in the senior management team (defined within the UK Corporate Governance Code as 'the first layer of management below main Board level including the Company Secretary'. For the Company, this has been determined as the Group Management Board, membership of which comprises (in addition to the Company's Executive Directors), divisional Managing Directors and certain other Group Function heads, plus the Company Secretary) (the "**Group Management Board**") and their direct reports.

9.4 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.

10. Authority

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

10.2 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.

11. Other matters

The Committee shall:

11.1 Have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for advice and assistance as required.

11.2 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.

11.3 Give due consideration to all relevant laws and regulations including, but not limited to, the provisions of the UK Corporate Governance Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, the Companies Act 2006, the AIM Rules for companies and any other applicable rules, in each case as appropriate and if, and to the extent, applicable to the Company it being recognised that, as an AIM company, the Company may not be required to fully adhere to all such laws, regulations, guidance, recommendation and codes.

11.4 Ensure that a periodic review of the Committee's own performance is carried out.

11.5 At least annually, review the Committee's 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.