



# **Nomination Committee**

## **Terms of Reference**



## Table of Contents

1	Constitution.....	3
2	Purpose .....	3
3	Membership.....	3
4	Secretary .....	3
5	Quorum .....	3
6	Frequency of meetings.....	3
7	Notice of meetings .....	3
8	Minutes of meetings.....	4
9	Duties .....	4
10	Authority to engage advisers .....	5
11	Reporting responsibilities .....	5
12	Engagement with shareholders .....	6
13	Other matters.....	6



## 1 Constitution

The Board of RWS Holdings plc (the 'Board') has reviewed and confirmed the establishment of a Committee of the Board to be known as the Nomination Committee (the 'Committee').

## 2 Purpose

To lead the process for appointment to the Board and ensure plans are in place for orderly succession for the Board and other senior management positions and, in doing so, oversee the development of a diverse pipeline for succession.

## 3 Membership

- The Committee shall comprise the Chair of the Board and all non-executive directors appointed by the Board. A majority of members shall be independent Non-Executive Directors.
- The Chair of the Board shall be the Committee Chair, but 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. 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 who would qualify under these Terms of Reference to be appointed to that position by the Board.
- Only members of the Committee shall have the right to attend Committee meetings. However, other individuals, including but not limited to, the Chief Executive Officer, Chief People Officer, the General Counsel and Company Secretary, and external advisers, may be invited to attend all or any part of any meeting as and when deemed appropriate and necessary.

## 4 Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

## 5 Quorum

The quorum for the transaction of business shall be two including the Chair of the Committee (except when his or her successor is being considered).

## 6 Frequency of meetings

The Committee shall meet formally at least twice a year and otherwise as required.

## 7 Notice of meetings

- Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, any other person required to attend, no later than two working days before the date of the meeting. Supporting papers shall be sent to Committee members, other attendees and other members of the Board, as appropriate, at the same

time unless a conflict of interests has been identified in which case the relevant materials will be redacted and not shared with the conflicted director.

## 8 Minutes of meetings

- The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, exceptionally, in the opinion of the Committee Chair it would be inappropriate to do so. Where a conflict of interests has been identified, the relevant minute will be redacted and not shared with the conflicted director.
- Signed copies of the minutes of meetings of the Committee shall be maintained for the Company's records in hard and soft copy.

## 9 Duties

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

The Committee shall:

- Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- Give full consideration to 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, strategic and commercial issues facing the Group, and the skills and expertise needed on the Board in the future.
- Ensure that appointments to the Board are subject to a formal, rigorous and transparent process and in line with an effective succession plan for Board and other senior management promoting diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.
- Keep up-to-date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates.
- Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- Before any appointment is made by the Board, 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 and the time commitment expected. In identifying suitable candidates, the Committee shall
  - use open advertising or the services of external advisers to facilitate the search;
  - consider candidates from a wide range of backgrounds; and
  - 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.

- Prior to the appointment of a Board 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.
- 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.
- Review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning.
- Review how the Board evaluation has been conducted and the nature and extent of an external evaluator's contact with the Board.
- Consider any requirements for topic-based training for directors and recommend the implementation of appropriate training initiatives.
- 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.
- Review the Board's diversity policy and its development and implementation.
- 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:

- Formulating plans for succession for both executive and non-executive directors and, in particular, for the key roles of Chair of the Board and Chief Executive Officer as well as any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
- Suitable candidates for the role of Senior Independent Director.
- Membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chair of those Committees.
- 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.
- The re-election by shareholders of directors under the annual re-election provisions of applicable corporate governance codes 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 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.
- 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.
- The appointment of any director to executive or other office.

## **10 Authority to engage advisers**

The Committee is authorised by the Board, at the Company's expense, to engage independent search consultants and external legal or other professional advisers with relevant experience and expertise if it considers it necessary.

## 11 Reporting responsibilities

- The Committee Chair shall report to the Board after each Committee meeting on the nature and content of its discussion, recommendations and action to be taken.
- 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.
- The Committee shall produce a report to be included in the Company's annual report describing its responsibilities and activities, including:
  - the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline, explaining if external advice or open advertising has not been used. Where an external search agency has been engaged, it should be identified in the annual report and a statement made as to whether it has any other connection with the Company or individual directors;
  - 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;
  - the policy on diversity and inclusion, its objectives and linkage to Group strategy, how it has been implemented and progress on achieving the objectives;
  - the gender balance of the Board and those in the senior management team and their direct reports;
  - the membership of the Committee; and
  - the number of Committee meetings and attendance over the course of the year.
- The terms of reference of the Committee, explaining its role and the authority delegated to it by the Board, shall be made available on the Company's website.

## 12 Engagement with shareholders

The Committee Chair (or an appointed deputy) should attend the Annual General Meeting to answer any shareholders 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, where appropriate.

## 13 Other matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- Give due consideration to all relevant laws and regulations, the provisions of applicable corporate governance codes and guidelines and any applicable stock exchange, listing, prospectus and disclosure rules, as appropriate.
- Arrange for periodic review 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.



Approved by the Board of RWS Holdings plc  
26 January 2023

#### About us

RWS is a content solutions company, powered by technology and human expertise. We grow the value of ideas, data and content by making sure organizations are understood. Everywhere.

Our proprietary technology, 45+ AI patents and human experts help organizations bring ideas to market faster, build deeper relationships across borders and cultures, and enter new markets with confidence – growing their business and connecting them to a world of opportunities.

It's why over 80 of the world's top 100 brands trust RWS to drive innovation, inform decisions and shape brand experiences.

With 60+ global locations, across five continents, our teams work with businesses across almost all industries. Innovating since 1958, RWS is headquartered in the UK and publicly listed on AIM, the London Stock Exchange regulated market (RWS.L).

More information [www.rws.com](https://www.rws.com).

© 2025 All rights reserved. Information contained herein is deemed confidential and the proprietary information of RWS Group\*.  
\*RWS Group shall mean RWS Holdings plc for and on behalf of its affiliates and subsidiaries.