

## MADE.COM GROUP PLC

### Nomination Committee Terms of Reference

Approved by the Board on 15 June 2021

#### 1. MEMBERSHIP

- 1.1. The nomination committee (**Nomination Committee**) of Made.com Group Plc (**Company** and, together with its subsidiaries, **Group**) shall comprise at least three directors. A majority of the members of the Nomination Committee shall be independent non-executive directors.
- 1.2. Only members of the Nomination Committee have the right to attend meetings of the Nomination Committee. However, other individuals such as the Company's chief executive, HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3. Appointments to the Nomination Committee are made by the board of directors of the Company (**Board**) and shall be for a period of up to three years, which may be extended for two further periods of up to three years each, provided the director still meets the criteria for membership of the Nomination Committee.
- 1.4. The Board shall appoint the chair of the Nomination Committee who should be either the chair of the Board or an independent non-executive director. In the absence of the chair of the Nomination Committee 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. The chair of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the chair. The chair should not remain in post beyond nine years from the date of their first appointment to the Board, although this period can be extended for a limited time where the chair was an existing non-executive director on appointment.
- 1.5. If any independent non-executive director who is a member of the Nomination Committee is unable to act for any reason, the chair of the Nomination Committee may appoint any other independent non-executive director to act as his or her alternate. If any other member of the Nomination Committee is unable to act for any reason, the chair of the Nomination Committee may appoint any other director to act as his or her alternate.

#### 2. SECRETARY

The Company's General Counsel & Company Secretary or his or her nominee shall act as the secretary of the Nomination Committee and will ensure that the Nomination Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

#### 3. QUORUM

- 3.1. The quorum necessary for the transaction of business shall be two both of whom must be independent non-executive directors.
- 3.2. A duly convened meeting of the Nomination 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 Nomination Committee. No member of the Nomination Committee shall attend or form part of the quorum in relation to any appointment in which he/she has a personal interest.

- 3.3. Meetings of the Nomination Committee may be held telephonically or by any other means whereby the participants are able to communicate effectively with each other.

#### 4. **FREQUENCY OF MEETINGS**

- 4.1. The Nomination Committee shall meet at least twice a year and otherwise as required at the request of the chair of the Nomination Committee. Any of the Nomination Committee members may request a meeting of the Nomination Committee if he or she considers necessary, to be arranged by the secretary of the Nomination Committee.
- 4.2. The chair of the Nomination Committee will maintain a dialogue outside of the formal meeting dialogue with key individuals in the Company's governance including the HR Director, CEO, CFO and General Counsel & Company Secretary.

#### 5. **NOTICE OF MEETINGS**

- 5.1. Meetings of the Nomination Committee shall be called by the secretary of the Nomination Committee at the request of the chair of the Nomination Committee.
- 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 member of the Nomination Committee, any other person 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 members of the Nomination Committee and to other attendees as appropriate, at the same time.
- 5.3. Papers required by the Nomination Committee may be provided electronically.

#### 6. **MINUTES OF MEETINGS**

- 6.1. The secretary shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Nomination Committee meetings shall be circulated promptly to all members of the Nomination Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the chair of the Nomination Committee it would be inappropriate to do so.
- 6.3. Final signed copies of the minutes of the meetings of the Nomination Committee should be maintained for the Company's records, in hard and soft copy where possible.

#### 7. **ENGAGEMENT WITH SHAREHOLDERS**

The chair of the Nomination Committee should attend the Company's annual general meeting to answer any questions from shareholders regarding the Nomination Committee's activities. In addition, the chair of the Nomination Committee should seek engagement with shareholders on significant matters related to the Nomination Committee's areas of responsibility.

## 8. DUTIES

8.1. The Nomination Committee should carry out the duties below for the Company, its major subsidiary undertakings and the Group as a whole, as appropriate. The Nomination Committee shall:

- (a) 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;
- (b) give full consideration to succession planning for directors and other senior executives in the course of its work including by ensuring that plans are in place for orderly succession for directors and other senior executives 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;
- (c) 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;
- (d) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (e) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (f) 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. In identifying suitable candidates, in particular for the appointment of chair and non-executive directors, the Nomination Committee shall:
  - (i) use open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds;
  - (iii) consider candidates on merit and 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;
  - (iv) consider any potential director's listed company experience and any training that would be required, based on such experience, to ensure that they would understand their relevant responsibilities and obligations;
  - (v) for the appointment of a chair, prepare a job specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the Board before appointment and any changes to the chair's commitments should be reported to the Board as they arise;
  - (vi) prior to the appointment of a director, other significant time commitments should be disclosed to the Board and any additional future commitments should not be undertaken without the 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;

- (vii) 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 and a satisfactory and appropriate induction programme is available;
  - (viii) ensure that appropriate ongoing training is available to the Board, its committees and individual directors; and
  - (ix) ensure that the Company maintains contact as necessary with its major shareholders about appointments to the Company.
- (g) keep under review the number of external appointments held by each Director, and ensure that any additional external appointments have the prior approval of the Board
  - (h) review the results of the Board's annual performance evaluation process that relate to the composition of the Board and succession planning;
  - (i) 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;
  - (j) work and liaise as necessary with all other Board committees, ensuring the interaction between the committees and the Board is reviewed regularly;
  - (k) evaluate annually, formally and rigorously, the performance of the Board, its committees, the chair and individual directors, and consider having a regular externally facilitated board evaluation; and
  - (l) to consider other matters as referred to the Nomination Committee by the Board.

8.2. The Nomination Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chair and chief executive officer;
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the audit & risk and remuneration committees, and any other Board committees as appropriate, in consultation with the chair of those committees;
- (d) 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;
- (e) the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code (*Corporate Governance Code*) or the retirement

by rotation provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);

- (f) 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
- (g) the appointment of any director to an executive or other office.

## **9. REPORTING RESPONSIBILITIES**

- 9.1. The Nomination Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Nomination 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 Nomination Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, or where an external advisor has been used to facilitate Board evaluation, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
- 9.4. The report referred to in paragraph 9.3 above should include a statement 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, including:
  - (a) the process used in relation to appointments, the Nomination Committee's approach to succession planning and how both support developing a diverse pipeline;
  - (b) how the 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 or will influence Board composition;
  - (c) the policy on diversity and inclusion, its objectives and linkage to the Company's strategy, how it has been implemented and progress on achieving the objectives; and
  - (d) the gender balance of those in the senior management and their direct reports.

## **10. OTHER MATTERS**

- 10.1. The Nomination Committee shall:
  - (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;

- (b) 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;
- (c) give due consideration to laws and regulations, the provisions of the Corporate Governance Code and the related Guidance on Board Effectiveness and the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- (d) 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.

## 11. **AUTHORITY**

- 11.1. The Nomination Committee is authorised to undertake any activity within its terms of reference and to seek any information it requires from any director or employee of the Company, or any consultant or other provider of services to the Company in order to perform its duties. All employees, directors, consultants and other service providers of services are directed to co-operate with requests for information made by the Nomination Committee including requests to attend meetings of the Nomination Committee.
- 11.2. The Nomination 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.
- 11.3. Although the Nomination Committee can seek the advice and assistance of the executive management, it must ensure that this role is clearly separated from their role within the business.