

Saga plc
Nomination Committee Terms of Reference
 adopted by the Board on 27 January 2023

Purpose	<p>The Nomination Committee (the Committee) is a Committee of the Saga plc (the Company) Board of Directors (the Board). It reviews and monitors the leadership needs of the Board and senior management, and supports the Company’s continued ability to recruit and develop the level and balance of skills, experience and knowledge required to ensure its long-term success. Primary activities include:</p> <ul style="list-style-type: none"> • Ensuring that the Board: <ul style="list-style-type: none"> ○ retains an appropriate balance of skills to support the strategic objectives of the Group; and ○ has a formal rigorous and transparent approach to the appointment of directors. • Overseeing the development of a diverse and high-quality pipeline for executive succession. • Formulating succession plans for both executive and non-executive directors, and in particular for the Chairman of the Board and Group Chief Executive Officer (Group CEO).
Reports to	<p>The Board via the Committee Chair (the Chair) and Chief People Officer, who shall report on the Committee’s activities after each meeting and make recommendations to the Board where necessary.</p>
Membership	<ul style="list-style-type: none"> • At least three members, the majority of which should be independent non-executive directors. • Appointments shall be for a period of three years, extendable for up to two further periods of three years.
Chair	<ul style="list-style-type: none"> • The Chair shall be an independent non-executive director appointed by the Board. • In the absence of the Chair and/or appointed deputy, the remaining members present shall elect one of themselves as chair. • The Chair of the Board shall not be Chair of the Committee if they were not considered independent on appointment. • The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship. • The Chair shall attend the Company’s AGM prepared to respond to any shareholder questions on the Committee’s activities and responsibilities. • The Chair should engage with shareholders on significant matters related to the Committee’s areas of responsibility.
Secretary	<p>The Company Secretary, or their nominee, (the Secretary) shall act as secretary of the Committee and will ensure timely delivery of papers to enable full and proper consideration to be given to the issues.</p>
Quorum	<p>Two Committee members, both of whom must be independent non-executive directors.</p>
Attendance	<ul style="list-style-type: none"> • Only Committee members have the right to attend and vote at Committee meetings. • Directors or other executives of the Company or external advisors may be invited to attend all or part of any meetings at the discretion of the Chair. • Executives may not attend when their own nomination or performance is under discussion.

Frequency	The Committee shall meet at least twice a year.
Notice	<ul style="list-style-type: none"> • Shall be given to each member and attendees at the request of any of its members. • Where possible, notice shall be given at least five days before the meeting.
Minutes	<ul style="list-style-type: none"> • Shall be prepared by the Secretary. • Draft minutes shall be circulated promptly to the Chair and, once agreed, to all Committee members and other Board members, unless the Chair considers it inappropriate to do so.
Review	At least annually, review performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes to the Board for approval.
Duties	<p>The Committee shall:</p> <ol style="list-style-type: none"> 1 Board composition, skills and governance <ol style="list-style-type: none"> 1.1 Regularly review the Board structure, size and composition (including the skills, knowledge, independence, experience and diversity) and make recommendations to the Board regarding any changes. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed. 1.2 Give full consideration to director succession planning and senior executives in the course of the work of the Committee to ensure progressive refreshing of the Board, taking into account the challenges and opportunities facing the Company and the Group, and the skills and expertise that will be needed on the Board in the future. 1.3 Keep under review the executive and non-executive leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace. 1.4 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates. 1.5 Identify and nominate, for Board approval, candidates to fill Board vacancies. 1.6 Prior to new appointments and in order to create a description of the role, including capabilities and time commitment required, evaluate the existing balance of skills, knowledge, independence, experience, and diversity of perspective (including gender, social and ethnic backgrounds) within the Board. 1.7 Review results of the Board performance evaluation process relating to the Board composition and succession planning, and ensure that there is an externally facilitated Board evaluation at least every three years. 2 Chair and non-executive directors <ol style="list-style-type: none"> 2.1 Before the appointment of a Chair of the Board, assess candidates' other significant commitments and satisfy itself that they would have sufficient time to devote to the role, even in the event of a crisis or unexpected event requiring substantial board attention. 2.2 Require the Chair to disclose any new external roles before acceptance of an offer, so that the Committee can satisfy itself that such roles do not interfere with the Chair's capacity to fulfil his or her duties as Chair of the Board.

- 2.3 Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly the time commitment, committee service and involvement outside Board meetings expected of them.
- 2.4 Review the time required from non-executive directors annually. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- 2.5 Ensure that the terms and conditions of the appointment of a non-executive director shall be made available for inspection at the Company's offices during normal business hours and at the Company's annual general meeting.
- 3 Recommendations to the Board
 - 3.1 Make recommendations to the Board concerning:
 - 3.1.1 formulating executive and non-executive directors' succession plans, in particular for the key roles of the Chair of the Board and the CEO;
 - 3.1.2 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
 - 3.1.3 suitable candidates for the role of senior independent director;
 - 3.1.4 membership of the Audit Committee, the Remuneration Committee, the Risk Committee and any other Board committees as appropriate, in consultation with the chair of those committees;
 - 3.1.5 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;
 - 3.1.6 the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code (the Code), 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); and
 - 3.1.7 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.
- 4 Other
 - 4.1 Ensure the Chief People Officer has direct access to the Board Chair, Committee Chair and Committee.

<p>Procedure for appointing Directors</p>	<ul style="list-style-type: none"> • In identifying suitable candidates, the Committee shall: <ul style="list-style-type: none"> ○ 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, taking care that appointees have enough time available to devote to that position, and with due regard to the benefits of diversity on the Board, including gender and ethnicity. • A short list of candidates will be provided to the Committee members and the Group CEO (and other directors if appropriate), for their comments and to enable them to suggest other candidates. • The Chair, an appropriate number of Committee members and the Group CEO, where appropriate, will meet short listed candidates selected by the Committee. • The Committee will decide whether to recommend a candidate to the Board for appointment. • Prior to a director appointment, other significant time commitments should be disclosed, with an indication of the time involved and the Board should be informed of subsequent changes as they arise. Additional future commitments should not be undertaken without prior Board approval.
<p>Annual Report</p>	<p>The Committee shall produce a report to be included in the Company's annual report and accounts about:</p> <ul style="list-style-type: none"> • its activities, the process used to make appointments, its approach to succession planning and how both support developing a diverse and robust pipeline; • an explanation if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified and a statement made as to whether it has any connection with the Company; • 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 influenced or will influence board composition; • the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and • the gender balance of those in senior management and their direct reports. <p>The report should include a statement of the Board's policy on diversity, including gender and ethnicity, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.</p>
<p>Authority</p>	<ul style="list-style-type: none"> • Undertake any activity within its terms of reference; • Seek any information it requires from any colleague/director in order to perform its duties; • Obtain, at the Company's expense (within the limits authorised by the Board from time to time), external legal or other professional advice on any matter within its terms of reference where required and invite persons giving such advice to attend Committee meetings; • Call any Group colleague or contractor to be questioned at a Committee meeting; and • Delegate any of its powers to one or more of its members or the Secretary.

<p>Governance and Process</p>	<p>The Committee shall:</p> <ul style="list-style-type: none"> • Have access to sufficient resources to carry out its duties, including access to the Secretary and other Group functions for assistance. • Be provided with appropriate and timely training, including an induction for new members. Committee members may request specific training where required. • Give due consideration to laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority’s Listing, Prospectus and Disclosure and Transparency Rules sourcebook and any other applicable Rules, as appropriate. <p>Conflicts of interest:</p> <ul style="list-style-type: none"> • At the beginning of each meeting, all Committee members shall declare the existence of any conflicts of interest arising. • Any member declaring an interest may speak and be counted in the quorum for that business at the Chair’s discretion, subject to the Company’s Articles of Association.
<p>Standing Agenda</p>	<ul style="list-style-type: none"> • Welcome/Declaration of Interests • Board and Committee composition • Talent Development and Succession Planning (annually) • Minutes of last meeting(s)/matters arising • Any other business • Board feedback