

CONVATEC GROUP PLC (THE COMPANY)
NOMINATION COMMITTEE – TERMS OF REFERENCE

Adopted by the Board on 25 April 2023

1. BACKGROUND

- 1.1 The board has resolved to establish a nomination committee. These terms of reference replace any previous terms of reference for any nomination committee of the board.
- 1.2 The role of the nomination committee is to:
- (a) Ensure there is a formal, rigorous and transparent procedure for appointments to the board.
 - (b) Lead the process for appointments and make recommendations to the board.
 - (c) Assist the board in ensuring the composition is regularly reviewed and refreshed, taking into account the length of service of the board as a whole, so that it is effective and able to operate in the best interests of shareholders.
 - (d) Ensure plans are in place for orderly succession to positions on the board and as regards senior management. For the purpose of these terms of reference, senior management is the Convatec Executive Leadership Team.
 - (e) Oversee the development of a diverse pipeline for succession.
 - (f) Work and liaise with other board committees, as appropriate (including the remuneration committee in respect of any remuneration package to be offered to any new appointee of the board) and ensure that the interaction between committees and between the committees and the board is reviewed regularly.

2. THE COMMITTEE'S DUTIES

- 2.1 To lead the process for identifying and nominating candidates for board appointment, making recommendations for board consideration and approval.
- 2.2 To review regularly the structure, size and composition of the board (including its skills, knowledge, independence, experience and diversity) and make recommendations to the board about any changes.
- 2.3 To set measurable objectives and targets for diversity and inclusion in relation to the board and senior management positions.
- 2.4 To ensure plans are in place for orderly succession to both the board and senior management positions, based on merit and objective criteria and taking into account the challenges and opportunities facing the Company and its group, the



skills, experience, independence, knowledge and diversity needed in these positions in the future, making recommendations to the board as appropriate¹.

- 2.5 To oversee the development of an appropriately diverse pipeline for succession², having regard to diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- 2.6 In conjunction with human resources, set appropriate diversity objectives and strategies for the Company as a whole and monitor the impact and outcome of diversity initiatives.
- 2.7 To keep the executive and non-executive leadership needs of the Company and its group under review, with a view to ensuring it continues to compete effectively in the marketplace.
- 2.8 To ensure that an annual performance management and talent review process is undertaken for senior management.
- 2.9 When the board wishes to appoint a chair, to prepare a job specification, including an assessment of the expected time commitment, recognising the need for availability in the event of crises.
- 2.10 To keep up-to-date and fully informed about strategic issues, commercial changes affecting the Group and the market in which it operates and resulting skills and experience required on the board and within the senior management team.
- 2.11 When the board wishes to appoint a director, to evaluate the balance of skills, knowledge, experience, independence and diversity on the board, and prepare a description of the role, required capabilities and expected time commitment. When identifying suitable candidates the committee should:
 - (a) use open advertising or the services of external advisers to facilitate the search;
 - (b) consider candidates from a wide range of backgrounds; and
 - (c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board
- 2.12 To require existing directors and proposed appointees to the board to disclose any conflict, or possible conflict, with the interests of the Company.
- 2.12 To ensure that non-executive directors receive a formal letter of appointment on appointment to the board, setting out clearly the Company's expectations for time commitment, committee service and involvement outside board meetings.
- 2.13 To review the results of the board performance evaluation processes as they relate to the composition of the board, board succession planning, diversity and how effectively the members of the board work together to achieve objectives.

¹ 2024 Code, Principle J and Provision 17

² 2024 Code, Provision 17



- 2.14 To review each year the time non-executive directors are expected to spend on the Company's affairs and whether each non-executive director is devoting enough time to his or her duties and to keep under review the number of external appointments held by each director.
- 2.15 To make recommendations to the board about candidates for the role of senior independent director.
- 2.16 To make recommendations to the board about candidates for membership of the audit and remuneration committees of the board and any other board committees as appropriate, in consultation with the chair of the relevant committee.
- 2.17 To make recommendations to the board about whether to reappoint a director at the end of his or her term of office.
- 2.18 To ensure that all directors offer themselves for annual re-election in accordance with Provision 18 of the 2024 UK Corporate Governance Code (the Code)
- 2.19 To make recommendations to the board about 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.

3. PROCEDURES FOR APPOINTING DIRECTORS

Non-executive directors

- 3.1 When the Company decides to appoint a non-executive director, the committee chair will submit a short-list of candidates to members of the committee and the chief executive officer (and other directors if appropriate), for their comments and to enable them to suggest other candidates.
- 3.2 The committee may also engage a reputable firm of search consultants to recommend candidates.
- 3.3 The committee will then review the short-list of candidates and make any appropriate changes.
- 3.4 The committee chair, one other committee member and the chief executive officer will meet short-listed candidates selected by the committee. If the chair wishes to proceed with the selection process, the candidate(s) will then be invited to meet the committee.
- 3.5 The committee will decide whether to recommend a candidate to the board for appointment.

Executive directors

- 3.6 When the Company decides to appoint an executive director, the committee chair and the chief executive officer (except in the case of the appointment of chief executive officer) will submit a short-list of one or more candidates to the committee.



- 3.7 The committee, the chair of the board or the chief executive officer may also engage a reputable firm of search consultants to recommend candidates.
- 3.8 Some or all of the committee's members will meet the candidate(s) selected for interview.
- 3.9 The committee's assessments will be reviewed with the chair of the board and the chief executive officer (except in the case of the appointment of chief executive officer), following which a candidate may be recommended to the board for appointment.

4. COMPOSITION


- 4.1 The committee must have at least three members. Members of the committee are appointed by the board. A majority of the members of the committee must be independent non-executive directors, as determined by the Board (in accordance with the 2024 UK Corporate Governance Code "the **Code**"). If the board determines that a member of the committee is no longer independent and as a result a majority of the members of the committee are not independent non-executive directors, that member will cease to be a member of the committee.
- 4.2 The board appoints the chair of the committee, who must be either the chair of the board or an independent non-executive director. The chair of the board must not chair the committee when it is dealing with the appointment of a successor to the chair. In the absence of the committee chair and/or an appointed deputy, the remaining members present may elect one of the independent non-executive directors to chair the meeting.
- 4.3 Only members of the committee have the right to attend committee meetings, but the committee may invite others to attend all or part of any meeting if it thinks it is appropriate or necessary.

5. QUORUM

- 5.1 The quorum necessary for the transaction of business is two members, both of whom must be independent non-executive directors.
- 5.2 A duly convened meeting of the committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

6. MEETING ADMINISTRATION

- 6.1 The committee must meet as often as it deems necessary but in any case at least twice a year, at such times and places determined by the committee chair. Additional meetings may be called by the committee chair. The committee may hold meetings by telephone



or using any other method of electronic communication, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the chair.

6.2 Meetings of the committee are called by the secretary of the committee at the request of the committee chair.

6.3 Unless otherwise agreed by all committee members, notice of each meeting confirming the venue, time and date (and dial-in details if required) of the meeting must be sent, with an agenda of the items to be discussed and any supporting papers, to each member of the committee, any other person required to attend the meeting and all other non-executive directors as soon as practicable, and in any event no later than five working days before the date of the meeting.

7. SECRETARY

7.1 The Company Secretary or such person as the Company Secretary nominates acts as the secretary of the committee.

7.2 The secretary must ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

7.3 The secretary must minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.

7.4 The secretary must ascertain, at the beginning of each meeting, whether any conflicts of interest exist and, if so, minute them accordingly.

7.5 Draft minutes of committee meetings must be sent promptly to the chair of the committee. The minutes will then be circulated as normal in advance for approval at the next meeting. The minutes shall be made available to all members of the Board, unless it would be inappropriate to do so.

8. SELF-EVALUATION

8.1 The committee must review its own performance, composition and terms of reference at least once a year and recommend to the board any changes it considers necessary or desirable.

9. REPORTING RESPONSIBILITIES

9.1 After each committee meeting, the chair must report formally to the board on the committee's proceedings.

9.2 The committee may make such recommendations to the board it deems appropriate on any area within its remit where action or improvement is desirable.



9.3 The committee chair must attend the Company's annual general meeting and respond to any shareholder questions on matters within the committee's area of responsibility, as directed by the chair of the annual general meeting.

9.4 The committee must compile a report to shareholders to be included in the Company's annual report including any matters required by the Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority and describing its work, including³ :

- (a) its activities, the membership of the Committee, number of meetings and attendance over the course of the year;
- (b) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- (c) identifying in the annual report any external search consultancy that has been engaged, together with a statement about any other connection it has with the Company or individual directors;
- (d) 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 on Board composition;
- (e) identifying in the annual report any external evaluator engaged together with a statement about any other connection it has with the Company or individual directors;
- (f) a description of the Board's policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
- (g) the gender balance of those in the senior management and their direct reports.

9.5 To make publicly available the committee's terms of reference by placing them on the Company's website⁴.


10. OTHER MATTERS

10.1 The committee must:

- (a) have access to sufficient resources to carry out its duties, including access to the Company secretariat for assistance as required on all committee matters;
- (b) be given appropriate and timely training, 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 UK Corporate Governance Code, the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;

³ 2024 Code, Provision 23

⁴ 2024 Code, Provision 14

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- (d) oversee any investigation of activities which are within its terms of reference; and
 - (e) work and liaise as necessary with all other board committees.

11. AUTHORITY

11.1 The board authorises the committee to:

- (a) undertake any activity within its terms of reference;
- (b) seek any information from any group employee or contractor that it requires to perform its duties;
- (c) obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and to invite persons giving such advice to attend committee meetings;
- (d) call any group employee or contractor to be questioned at a committee meeting, as and when required; and
- (e) delegate any of its powers to one or more of its members or the secretary.