

NOMINATION COMMITTEE REPORT



Luke Johnson

COMMITTEE MEMBERSHIP

Luke Johnson

Non-Executive Chairman
(Committee Chair)

Jemima Bird

Senior Independent
Non-Executive Director

Rob Pitcher

Chief Executive Officer

William Tuffy

Independent Non-Executive
Director

DEAR SHAREHOLDER

I am pleased to introduce the report of the Nomination Committee for the 52 weeks to 29 June 2024.

Responsibilities

The Committee's terms of reference can be found on the Group's website and can be obtained from the Company Secretary. The responsibilities of the Committee, as covered in its terms of reference, include reviewing the Board composition, appointing new Directors, the reappointment and re-election of existing Directors, succession planning taking into account the skills and expertise that will be needed on the Board in the future, reviewing the time requirement from Non-Executive Directors, determining membership of Board Committees and their modus operandi, and ensuring an objective evaluation of the performance of the Board and each Director takes place on a regular basis.

Composition

Best practice recommends that a majority of members of the Nomination Committee should be independent Non-Executive Directors. The Committee is chaired by me as independent Non-Executive Chairman, and its other members are Jemima Bird and William Tuffy who are independent Non-Executive Directors, and the Chief Executive Officer ("CEO"), Rob Pitcher. By invitation, the meetings of the Committee may be attended by the Chief Financial Officer ("CFO") although this did not occur during the year under review.

Meetings and attendance

During the 52 weeks ended 29 June 2024, the Nomination Committee did not meet as there were no arising events giving reason for discussion. The Committee formally reviews succession plans for all Board and senior management positions so that in the event of unforeseen events, there is a clear and agreed understanding of both the short-term and long-term actions that would be implemented, and in certain cases other changes made to ensure that appropriate contingencies are in place and operational vulnerabilities minimised.

The Committee will continue to meet formally at least once a year and at such other times as the Board or the Committee Chairman requires. The Committee has access to sufficient resources to carry out its duties, including the services of the Company Secretary. Independent external legal and professional advice is taken if the Committee believes it is necessary to do so, this typically being related to executive search matters and Board performance evaluation.

Election of Directors

On the recommendation of the Committee, per the Articles of Association, each of the Company's serving Directors will stand for election at the forthcoming AGM and will subsequently offer themselves for re-election on an annual basis. The biographical details of the Directors are set out on pages 26 to 27.

Diversity

We pride ourselves on being a diverse and inclusive business. All employees are welcomed and treated with respect, regardless of their background. We are committed to offering equal opportunities for colleagues to develop, progress and grow. We are pleased to see progress in our Gender Pay Gap results, which remains a key focus.

I hope to be able to take any questions from shareholders on the work of the Nomination Committee at the Annual General Meeting on 28 November 2024.

Luke Johnson

Chairman of the Nomination Committee
21 October 2024