

Beazley plc

Nomination Committee

Terms of Reference

Approved by board resolution dated 23 September 2022

1. Membership

- 1.1. Members of the committee shall be appointed by the board and shall be made up of at least three members. At least half of the members should be independent non-executive directors.
- 1.2. Only members of the committee have the right to attend committee meetings. Any director, the head of culture and people and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. The board shall appoint the committee chair who should be either the chair of the board or an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect a non-executive member to chair the meeting. The chair of the board shall not chair the committee when it is dealing with the matter of succession to the board chair.

2. Secretary

The company secretary or their nominee shall act as the secretary of the committee.

3. Quorum

The quorum necessary for the transaction of business shall be two non-executive members present in person, by telephone, or other virtual means. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, discretions, and independent judgement vested in or exercisable by the committee.

4. Frequency of Meetings

The committee shall meet at least twice a year and at such other times as the chair of the committee shall require.

5. Notice of Meetings

- 5.1. Meetings of the committee shall be summoned by the secretary of the committee at the request of the chair of the committee.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. The agenda and supporting papers shall be sent to committee members and to other attendees as appropriate in advance of the meeting.

6. Minutes of Meetings

- 6.1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of committee meetings shall be circulated promptly to members of the committee and the chair of the board and made available to the board if appropriate.

7. Annual General Meeting

The chair of the committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the committee's activities.

8. Duties

The committee shall:

- 8.1 Regularly review the structure, size, and composition (including the skills, knowledge, experience and diversity) required of the board compared to its current and projected position and make recommendations to the board with regard to any changes.
- 8.2 Be responsible for identifying and nominating for the approval of the board, candidates to fill board and other senior executive vacancies as and when they arise and to consider a diverse pipeline of talent.
- 8.3 To ensure that plans are in place, and to report on the approach, to succession planning for executive and non-executive directors and in particular for the key roles of chair and chief executive, senior executives and any other such member of the senior management as it is relevant to consider. In the course of its work, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed in the future and make recommendations to the board with regard to any changes.
- 8.4 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.
- 8.5 Before recommending an appointment, 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 the committee may:
 - 8.5.1 consider using open advertising or the services of external advisers to facilitate the search;
 - 8.5.2 consider candidates from a wide range of backgrounds which include gender, social and ethnic backgrounds and cognitive and personal strengths;
 - 8.5.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, taking care that appointees have enough time available to devote to the position;
 - 8.5.4 consider what other time commitments or potential over-boarding the candidate may have; and
 - 8.5.5 consider the length of service of the board as a whole to ensure membership is regularly refreshed and to avoid 'cliff edge' situations

where a large proportion of the board reaches the 9 year tenure limit at the same time.

- 8.6 Where a new chair is being appointed, the committee shall 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 nomination committee as they arise.
- 8.7 Ensure that prior to the appointment of a director, the proposed appointee discloses any other business interests that may result in a conflict of interest.
- 8.8 Ensure the directors are kept up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- 8.9 Review annually the time required from non-executive directors. Use performance evaluation to assess whether the non-executive directors are spending enough time to fulfil their duties and are also performing them to the appropriate standards.
- 8.10 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.
- 8.11 Ensure that on appointment to the board executive and non-executive directors receive an appropriate induction program.
- 8.12 Review the results of the board performance evaluation process that relate to the composition and skills and competencies of the board and ensure an appropriate response to development needs.

The committee shall also make recommendations to the board concerning:

- 8.13 The appointment for the role of senior independent director and chair of board committees.
- 8.14 Membership of the audit and risk and the remuneration committees, in consultation with the chair of each committee.
- 8.15 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.
- 8.16 The re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code and the 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.
- 8.17 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.

9 Reporting Responsibilities

- 9.1 The committee chair shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The committee shall provide a description of the work of the committee in the annual report, including:
 - 9.3.1 the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
 - 9.3.2 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;
 - 9.3.3 the policy of diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
 - 9.3.4 the gender balance of those in senior management roles and their direct reports.

10 Other

The committee shall:

- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required.
- 10.2 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.
- 10.3 Give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Transparency Rules and any other applicable rules as appropriate.
- 10.4 At least once a year, review its own performance, 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. The committee shall ensure that at least every three years the review is carried out by an independent provider.

The chair shall:

- 10.5 Engage with shareholders to understand their views on significant matters considered by the committee.

11 Authority

- 11.1 The committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2 The committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.3 The committee may carry out some of its duties on behalf of Beazley group companies if requested.