

**Sanderson Design Group plc
Nomination Committee**

Terms of Reference

Matters Reserved for the Nomination Committee

The Nomination Committee (the “Committee”) operates under Terms of Reference agreed by the Board of the Company (the “Board”).

The Board has delegated the following matters to the Committee:

- a) Responsibility for leading the process in the selection and appointment of directors and ensuring plans are in place for an orderly succession of Board and senior management positions;
- b) Identifying and nominating for the approval of the Board, candidates for board vacancies; and
- c) Identifying possible internal candidates for future Board roles.

**Sanderson Design Group plc (the “Company”)
Nomination Committee Terms of Reference**

1. Membership

- 1.1 The Committee shall comprise at least two directors. A majority of the members of the Committee shall be independent non-executive directors.
- 1.2 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Group People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 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 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 Committee when it is dealing with the matter of succession of the chair of the Board.
- 1.5 As at 25 March 2026, the members of the Committee are:
 Dianne Thompson
 Juliette Stacey
 Patrick Lewis
- 1.6 As at 25 March 2026, the Chair of the Committee is:
 Dianne Thompson

2. Secretary

The Company Secretary, or their nominee, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors.

4. Frequency of meetings

The Committee shall meet as and when required.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.
- 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 Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of meetings

The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.

7. Engagement with shareholders

The Committee Chair should attend the annual general meeting (“AGM”) to answer any shareholder questions on the Committee’s activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee’s areas of responsibility.

8. Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

8.1 The Committee shall

8.1.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;

8.1.2 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 and the time commitment expected. In identifying suitable candidates the Committee shall use open advertising or the services of external advisers to facilitate the search consider candidates from a wide range of backgrounds; and

8.1.3 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.

8.2 Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without 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.

8.3 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.

8.4 Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the board is reviewed regularly.

8.5 The Committee shall also make recommendations to the Board concerning:

8.5.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

8.5.2 suitable candidates as new directors and succession for existing directors;

8.5.3 membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chair of those committees;

8.5.4 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

8.5.5 the appointment of any director to executive or other office.

9. Reporting responsibilities

9.1 The 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.

9.2 The Committee shall produce a report to be included in the Company’s annual report describing the work of the Committee, including

9.2.1 the process used in relation to appointments, its approach to succession planning

and how both support the development of a diverse pipeline

- 9.3 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

10. Other matters

10.1 The Committee shall

- 10.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 10.1.2 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;
- 10.1.3 give due consideration to all relevant laws and regulations as appropriate;
- 10.1.4 ensure that a periodic evaluation of the Committee’s own performance is carried out; and
- 10.1.5 regularly review the committee’s 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

The 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.

Date of Approval

25 March 2026