**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

*In this document, unless the context otherwise requires:*

- *references to the Company are to Star Energy Group Plc;*
- *references to the Group are to the group of companies of which the Company is the parent company; and*
- *references to the Board are to the board of directors of the Company.*

## 1. DUTIES AND TERMS OF REFERENCE

1.1 The Committee shall:

(a) regularly review the structure, size and composition (including the appropriate balance of sector, financial and public market skills, knowledge, experience and diversity) of the Board, acknowledging that no one person or group of persons should be allowed to dominate the Board, and make recommendations to the Board with regard to any changes;

(b) give full consideration to succession planning for directors and other senior executives in the course of its work (including having due regard to potential internal candidates for future roles), taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

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

(d) before 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. In identifying suitable candidates the Committee shall:

(i) use open advertising or the services of external advisers to facilitate the search;

(ii) consider candidates from a wide range of backgrounds; and

(iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;

(e) for the appointment of a chairperson of the Board, the Committee should prepare a job specification, including the time commitment expected. A proposed chairperson's other significant commitments should be disclosed to the Board before appointment and any changes to the chairperson's commitments should be reported to the Board as they arise;

(f) prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be

required to report any future business interests that could result in a conflict of interest;

(g) 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;

(h) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(i) work with the Remuneration Committee in the regular review of the Company's evaluation process and criteria for directors and senior managers (save that it is recognised that the independent Non-executive Director(s) that is/are not the chairperson will lead the evaluation of the chairperson of the Board);

(j) work with the Remuneration Committee to review the description of a proposed public disclosure of the Board performance evaluation process/cycle adopted by the Company, including (i) the criteria against which Board, committee, and individual effectiveness is considered; (ii) how evaluation procedures have evolved from previous years, the results of the evaluation process (including any resulting recommendations) and action taken or planned as a result; and (iii) how often Board evaluations take place;

(k) review the results of the Board performance evaluation process that relate to the composition of the Board;

(l) review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

(m) 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;

(n) work and liaise as necessary with other Board committees, with particular regard to liaising and working with the Remuneration Committee in relation to succession planning.

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

(a) formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairperson of the Board and Chief Executive Officer;

(b) suitable candidates for the role of senior independent director;

(c) membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chairperson of those committees;

(d) 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;

(e) the re-election by shareholders of any director under the "retirement by rotation" 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 (particularly in relation to directors being re-elected for a term beyond six years) and whether they continue to foster an attitude of independence of character and judgement (particularly where a director has served for more than nine years);

(f) 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

(g) the appointment of any director to executive or other office.

1.3 To consider such other matters as may be requested by the Board.

## 2. MEMBERSHIP

2.1 The members of the Committee are currently Philip Jackson (as chairperson of the Committee) and Anthony White, MBE.

2.2 Where appropriate and possible, the majority of the members of the Committee should be independent non-executive directors. The Board shall appoint the chairperson of the Committee who should be either the chairperson of the Board or an independent non-executive director. The chairperson of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairperson of the Board.

2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of three years provided the director still meets the criteria for the membership of the Committee.

2.4 The Committee shall have at least two members and a quorum shall be two members.

2.5 Where the majority of the members of the Committee are independent non-executive directors, a quorum shall be any two independent non-executive director members of the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save, where appropriate and possible, the majority of the Committee should remain independent and non-executive directors.

## 3. VOTING ARRANGEMENTS

3.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

3.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

3.3 Save where he has a personal interest, the chairperson of the Committee will have a casting vote.

## 4. ATTENDANCE AT MEETINGS

4.1 The Committee will meet at least two times a year. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested.

4.2 Only members of the Committee have the right to attend Committee meetings but other directors and persons (such as the head of human resources) and external advisers may be invited to attend all or part of any meeting as and when appropriate.

4.3 The Committee shall appoint a secretary and that secretary (or his or her nominee) shall be 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 the issues.

## 5. NOTICE OF MEETINGS

5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend and all other non-executive directors no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and other attendees (as appropriate) at the same time.

## 6. AUTHORITY

The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to have unrestricted access to the Company's external auditors and to obtain, at the Company's expense, professional advice on any matter within its terms of reference. 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 and discretions vested in or exercisable by the Committee. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

## 7. REPORTING

7.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the secretary of the Committee. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board unless it would be inappropriate to do so.

7.2 The chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

7.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7.4 The Committee shall produce a report to the Board which may in whole or in part be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it may be identified in the annual report and a statement made as to whether it has any connection with the Company. The report should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving objectives.

## 8. GENERAL MATTERS

8.1 The chairperson of the Committee should make himself available at each annual general meeting of the Company to answer questions concerning the Committee's work.

8.2 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, review its 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.

8.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to its secretary and legal advisors for assistance as required.

8.4 The Committee shall give due consideration to all laws and regulations as appropriate.

*Last updated by a resolution of the Board on 20 November 2024*