



Currys plc

Terms of Reference of the Nominations Committee

(approved by the Board on 17 January 2023)

Reference to 'the Committee' shall mean the Nominations Committee.

Reference to 'the Board' shall mean the Board of Directors of Currys plc.

Reference to 'the Company' shall mean Currys plc.

Reference to 'the Code' shall mean the UK Corporate Governance Code.

Reference to 'senior management' shall mean the Currys Executive Committee members, or the first layer of management below the Board level, including the Company Secretary.

1. Constitution

- 1.1 The Board hereby resolves to establish a Committee of the Board to be known as the Nominations Committee. The membership, duties and authorities of the Committee are set out in these Terms of Reference which shall be reviewed annually, and which can be amended from time to time by the Board. These Terms of Reference shall be publicly available.

2. Membership

- 2.1 The Committee shall comprise at least three Board-appointed members, a majority of whom shall be independent non-executive directors.
- 2.2 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.
- 2.3 The Chair of the Board shall not chair the Committee when it is dealing with the matter of the succession to the Chair of the Board position.
- 2.4 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies.

3. Secretary

- 3.1 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 the issues.

4. Attendance at meetings

- 4.1 The quorum for meetings shall be at least two independent non-executive directors present in person, by telephone or video conference call throughout the meeting.
- 4.2 The Committee may invite others to attend a meeting, but no such attendee shall be entitled to vote.

5. Frequency of meetings

- 5.1 The Committee shall meet at such times as the Chair of the Committee shall require and at least twice a year;



5.2 Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items to be discussed shall be forwarded to each member of the Committee, any other person required to attend and any other non-executive directors, not fewer than five working days prior to the date of the meeting wherever possible. Supporting papers shall be sent to Committee members and to other attendees (as appropriate) at the same time.

6 Minutes of meetings

6.1 Minutes of any formal meeting of the Committee shall be prepared by the Company Secretary, or their nominee, and circulated to all Committee members and, after approval, shall be submitted to the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

7 Authority

7.1 The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

8 Duties

The Committee shall:

- 8.1 Regularly review the structure, size and composition (including the skills, experience and knowledge) of the Board and its committees, and make recommendations to the Board with regard to any changes;
- 8.2 Give full consideration to orderly succession planning for both the Board and senior management positions in the course of its work, oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board and senior management team in the future;
- 8.3 Keep under review the leadership needs of the organisation, for both the Board and senior management positions, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 8.4 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.5 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.6 Before any appointment is made by the Board, evaluate the balance of skills, experience, knowledge and diversity on the Board and the senior management team, 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:
 - 8.6.1 Usually use open advertising or the services of external advisers to facilitate the search;
 - 8.6.2 Consider candidates from a wide range of backgrounds; and
 - 8.6.3 Consider candidates on merit and against objective criteria and with due



regard for promoting the benefits of diversity on the Board and senior management team, including gender, social and ethnic backgrounds, and cognitive and personal strengths, taking care that appointees have enough time available to devote to the position.

- 8.7 Where the Board has identified the need for Board appointments, the Committee shall carry out a formal, rigorous and transparent selection process of candidates, and then propose to the Board and make recommendations regarding appointments and succession planning, whether of executive or non-executive directors;
- 8.8 For the appointment of the Chair of the Board, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair of the Board's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair of the Board's commitments should be reported to the Board as they arise;
- 8.9 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;
- 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 Review the results of the Board performance evaluation process that relate to the composition of the Board, its diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively; and
- 8.12 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.

The Committee shall also make recommendations to the Board concerning:

- 8.13 Formulating plans for succession for both the Board and senior management positions, and in particular for the key roles of Chair of the Board and Group Chief Executive;
- 8.14 Suitable candidates for the role of Senior Independent Director;
- 8.15 Membership of the Audit, Disclosure and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chairs of those Committees;
- 8.16 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 skills, experience and knowledge required;
- 8.17 The re-election by shareholders of directors under the annual re-election provisions of the Code or 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 skills, experience and knowledge required and the length of service of the Board as a whole and its membership being regularly



refreshed (particularly in relation to directors being re-elected for a term beyond six years);

- 8.18 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
- 8.19 The appointment of any director to executive or other office, and similarly for senior management to other office.

9. Reporting and accountability

- 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 prepare and approve a statement for inclusion in the 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 shall be identified in the annual report and a statement made as to whether it has any connection with the Company;
- 9.4 The report referred to in 9.3 should include a statement of the Board's policy on diversity, including gender, social and ethnic backgrounds, cognitive and personal strengths, and any measurable objectives that it has set for implementing the policy and progress on achieving the objectives. It should also include the gender balance of those in the senior management and their direct reports;
- 9.5 The papers accompanying the resolutions to elect each director should state specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success;
- 9.6 The Committee shall approve a description of 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 the Board composition; and
- 9.7 The Chair of the Committee, or in their absence an approved deputy, shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

10. Other matters

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 on-going basis for all members; and
- 10.3 Give due consideration to laws and regulations, the provisions of the Code, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and



Transparency Rules, and any other applicable rules and best practice guidance, as appropriate.