

CVC

# Nomination Committee

Terms of Reference

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## CVC CAPITAL PARTNERS PLC

### NOMINATION COMMITTEE TERMS OF REFERENCE

Approved by the board of directors of the Company on 12 April 2024 and last reviewed and re-approved on 12 May 2026

#### 1. INTRODUCTION

- 1.1 These Committee terms of reference have been approved and adopted by the board of directors (the **Board**) of CVC Holdings Limited (to be renamed CVC Capital Partners plc) (the **Company**) on 12 April 2024. These terms of reference provide for a delegation of powers to the nomination committee of the Board (the **Committee**) and rules for the procedures and decision-making of the Committee.
- 1.2 These terms of reference are complementary to, and subject to, the articles of association of the Company in place from time to time (the **Articles**) and applicable laws and regulations.

#### 2. COMPOSITION AND QUORUM

- 2.1 The Committee will be comprised of at least three members. Members of the Committee are appointed by the Board in consultation with the chair of the Committee. A majority of the members of the Committee must be independent non-executive directors within the meaning of the UK Corporate Governance Code. If the Board decides that a member of the Committee is no longer independent and as a result a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee unless otherwise determined by the Board.
- 2.2 The Board appoints the chair of the Committee. The chair of the Board must not chair the Committee when it is dealing with the appointment of his/her successor. In the absence of the Committee chair, the remaining members present may elect one of the independent non-executive directors present to chair the meeting.
- 2.3 Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others to attend all or part of any meeting if it thinks it is appropriate.
- 2.4 The quorum necessary for the transaction of business at a meeting of the Committee is two members, both of whom must be independent non-executive directors.
- 2.5 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.6 Appointments to the Committee are for a period of up to three years, extendable for two further three-year periods, provided the director still meets the criteria for membership of the Committee.

#### 3. THE COMMITTEE'S ROLE AND RESPONSIBILITIES

##### *Board composition and succession planning*

- 3.1 To monitor and periodically assess the structure, size and composition of the Board, including the skills, knowledge, experience and diversity of its members, identify any gaps and make recommendations to the Board with regard to any changes.
- 3.2 To take the lead in succession planning for the Board and senior management, taking a long-term strategic view of Board composition, talent management and succession planning.

- 3.3 To ensure plans are in place for orderly succession to the Board and Partner Board, including overseeing a diverse pipeline for succession.

#### ***Board appointments***

- 3.4 To lead the process for Board appointment and develop and apply a formal, rigorous and transparent selection criteria and procedure for Board appointments, based on merit and objective criteria and promoting diversity, inclusion and equal opportunity.
- 3.5 Before any appointment is made by the Board, to evaluate the skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, to prepare a description of the role and the capabilities required for a particular appointment.
- 3.6 To consider candidates from a wide range of backgrounds 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.
- 3.7 To use open advertising and/or an external search consultancy to facilitate the search for the appointment of the chair and non-executive directors, when required.
- 3.8 To require proposed appointees to the Board to disclose all significant commitments, with an indication of the time involved, and make recommendations to the Board as appropriate.
- 3.9 To ensure that non-executive directors receive a formal letter of appointment recording the Company's expectations on time commitment, Board meetings, committee service and other expected involvement in the Company's activities.

#### ***Director's continuation in office and/or employment***

- 3.10 To make recommendations to the Board about the appointment of any director to executive or other office.
- 3.11 To make recommendations to the Board on any matters relating to the continuation in office of any director, including the suspension or termination of service of an executive director as an employee of the Company.
- 3.12 To make recommendations to the Board about the re-appointment of any non-executive director at the conclusion of their specified term of office, having regard to the director's knowledge, skills, experience, performance and their contribution to the Board.
- 3.13 To make recommendations to the Board about the re-election of any director by shareholders.

#### ***Board committees***

- 3.14 To make recommendations to the Board in relation to the composition of the audit committee, risk committee, remuneration committee, Partner Board and any other Board committees as appropriate.

#### ***Directors' external commitments***

- 3.15 To require directors to disclose all existing and proposed significant commitments, with an indication of the time involved, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate in relation to the approval of such commitments and the disclosure of the reasons for approval of any approved commitment.

#### ***Performance review***

- 3.16 To ensure, with the chair and the Company secretary, that newly appointed directors receive a full, formal and tailored induction on joining the Board.

- 3.17 To examine, with the chair and the secretary, the ongoing training and development of the Board and individual directors.
- 3.18 To oversee, with the chair of the Board, a formal and rigorous annual review of the performance of the Board, its committees and individual directors and, in particular, to commission with the chair an externally facilitated Board performance review and assess the nature and extent of an external reviewer's contact with the Board, its committees and individual directors.
- 3.19 To review and assess the results of the performance review process and make recommendations to the Board in relation to outcomes and further actions, including in relation to Board composition and succession planning.

#### ***Diversity and inclusion***

- 3.20 To take an active role in setting and meeting the Company's diversity policy and objectives on diversity and inclusion, taking into account the Company's strategy, objectives and culture, and monitor and assess the implementation of the policy and progress towards objectives

#### ***Shareholder engagement***

- 3.21 To seek effective engagement through the Committee chair with shareholders on significant matters related to the areas of the Committee's responsibilities.

### **4. MEETING ADMINISTRATION**

- 4.1 Meetings of the Committee are called by the secretary of the Committee at the request of the Committee chair or any other Committee member.
- 4.2 The Committee should meet as often as it deems necessary but in any case at least two times a year. Additional meetings may be called by the chair or other members of the Committee as necessary.
- 4.3 Unless otherwise agreed by all Committee members, notice of each meeting must be sent to each member of the Committee and to any other person required to attend the meeting as soon as practicable, and in any event no later than three working days before the date of the meeting. The notice of meeting should state the time of the meeting, the place of the meeting, the electronic facility to be used for the meeting (if relevant), any information members need to access the meeting, and an agenda of the items to be discussed and any supporting papers.
- 4.4 Meetings will generally be held and chaired in Jersey. UK-based directors are generally expected to travel to Jersey and attend meetings in person. Remote attendance at meetings, and the attendance requirements for directors based outside of Jersey or the UK, will be determined and communicated from time to time by Group Tax based on relevant tax rules. By exception only, the Committee may hold meetings in a location other than Jersey, save that: (i) this will be only with the prior approval of the secretary of the Committee and Group Tax, including as to the proposed location; and (ii) the location will not be the UK.
- 4.5 All directors must inform the secretary of the Committee and Group Tax in advance of a meeting whether they are travelling to Jersey for the relevant meeting and, if not, where they intend to join from. Such notification shall be provided sufficiently in advance of the relevant meeting to enable the secretary of the Committee and Group Tax to confirm that the necessary procedures are being followed and, if necessary, for travel plans in respect of the relevant meeting to be altered on the advice of Group Tax.
- 4.6 The Committee may hold meetings at a physical place or by means of any electronic facility (or both in respect of the same meeting). If approved by the secretary of the Committee and Group Tax, the

Committee may take decisions without a meeting by unanimous written consent, when the Committee chair considers this to be necessary or desirable.

## **5. SECRETARY**

- 5.1 The Company's secretary or such person as the Committee chair nominates acts as the secretary of the Committee.
- 5.2 The secretary should ensure that the Committee receives information and materials in a timely manner to enable full and proper consideration to be given to them.
- 5.3 The secretary should minute the proceedings and resolutions of all meetings of the Committee, including recording the names (and location if attending remotely) of those present and in attendance.
- 5.4 Draft minutes of Committee meetings should be sent to all members of the Committee. Once approved, minutes must be sent or made available to all other members of the Board and the secretary, unless, exceptionally, the chair of the Committee thinks it is inappropriate to do so.

## **6. SELF-REVIEW**

- 6.1 The Committee chair must review the Committee's performance, composition and terms of reference at least once a year and the Committee must recommend to the Board any changes it considers necessary or desirable.

## **7. REPORTING**

- 7.1 The Committee must report to the Board on how it has discharged its responsibilities.
- 7.2 The Committee may make such recommendations to the Board as 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 where necessary.
- 7.3 The Committee must produce a report to shareholders describing its work to be included in the Company's annual report, including:
  - (a) the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
  - (b) how the Board review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence future Board composition;
  - (c) the policy and any initiatives on diversity and inclusion, their objectives and link to Company strategy, how they have been implemented and progress on achieving the objectives; and
  - (d) the gender balance of members of the Partner Board and their direct reports.
- 7.4 The Committee chair must attend the Company's annual general meeting and be available to answer questions and lead discussions, as directed by the chair of the annual general meeting.

## **8. OTHER MATTERS**

The Committee must:

- (a) have access to sufficient resources to carry out its duties, including access to the Company secretariat and Group Tax for advice and assistance as required on all Committee matters;
- (b) be given ongoing and timely training;

- (c) oversee any investigation of activities which are within its terms of reference; and
- (d) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code, the tax advice received and any other applicable rules and guidance, as appropriate.

## **9. AUTHORITY AND EXPENSES**

9.1 The Board authorises the Committee to:

- (a) undertake any activity within its terms of reference;
- (b) seek any information from any employee, contractor, consultant or other provider of services to the Company or its subsidiary or controlled undertakings (excluding funds and portfolio companies) that the Committee requires to perform its duties, and call any such person to be questioned at a Committee meeting, as and when required;
- (c) obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and invite persons giving such advice to attend Committee meetings; and
- (d) delegate any of its powers to one or more of its members or the secretary of the Committee.

9.2 Any and all expenses incurred by the Committee, including any fees for external experts and advisers, will be borne by the Company.

## **10. AMENDMENTS AND DEVIATIONS**

The Board may amend or supplement these terms of reference and allow temporary deviations from its rules.