CO-OPERATIVE GROUP LIMITED
NOMINATIONS COMMITTEE
('Committee')

Terms of Reference

(as approved by the Board of Co-operative Group Limited on 7 July 2026)

1. SCOPE

This document sets out the Terms of Reference of the Nominations Committee of Co-operative Group Limited (**Co-op**). The Nominations Committee is a committee of the Co-op's Board (the **Board**) established under Rule 45.

2. INTERPRETATION

2.1 Capitalised terms used but not defined in these Terms of Reference shall have the meaning given to them in the Co-op's Rules (the **Rules**).

2.2 References to a Director or Directors in these Terms of Reference mean Independent Non-Executive Directors and Executive Directors and not Member Nominated Directors ("**MNDs**") unless otherwise stated.

3. RESPONSIBILITIES

The responsibilities of the Committee are as follows:

3.1 Ensure plans are in place for orderly succession to the Board and monitor the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Co-op, and the skills and expertise needed on the Board to ensure its the long term success.

3.2 To lead the nomination and appointment process for Directors of the Board having regard to the requirements set out in the Rules, the Board Composition Charter, the Board Diversity & Inclusion Policy, the Membership Regulations, the Board Election Regulations, the Values and Principles and such other Co-op policies, codes and regulations as may be relevant to the appointment or election of Directors from time to time.

3.3 To ensure the integrity of the search and nominations process for the Chair, the Senior Independent Director, the Independent Non-Executive Directors, the Executive Directors and other specified non-Board appointments. This includes (without limitation):

(a) determining how vacancies on the Board for Independent Non-Executive Directors or Executive Directors shall be advertised, and whether or not external advisors should be used to facilitate the search for suitable candidates;

(b) considering candidates from a wide range of backgrounds on merit and against objective criteria with due regard to the benefits of diversity on the Board taking care that appointees have enough time available to devote to the position, in accordance with the relevant provisions of the Board Composition Charter and Board Diversity & Inclusion Policy;

(c) for the appointment of a Chair, preparing 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 their commitments should be reported to the Board as they arise;

(d) ensuring prior to appointment of a Director that the proposed appointee disclose any other business interests that may result in a conflict of interest and report any future business interests that could result in a conflict of interest;

(e) leading the selection process for new Independent Non-Executive Directors and Executive Directors and making recommendations to the Board to assist the Board in making such appointments;

(f) ensuring that on appointment to the Board, Independent Non-Executive Directors and MNDs 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;

(g) reviewing and approving the qualification and commercial experience requirements of Independent Non-Executive Directors and Executive Directors and confirming whether or not they satisfy such requirements (including the Membership Criteria and Eligibility Criteria) throughout their term of office and before they are appointed, elected or re-elected to the Board in accordance with the Rules and the Board Election Regulations;

(h) subject to paragraph (g) above, making recommendations to the Board in respect of the election or re-election of Independent Non-Executive Directors and Executive Directors; and

(i) subject always to the overriding requirements set out in Co-op's governing documents (or those of the relevant subsidiary) and if/when requested by the Board, to make recommendations to the Board in respect of other appointments.

3.4 Under the direction of the Chair, to keep the effectiveness of the Board under review by ensuring that the composition of the Board provides an appropriate balance of skills, experience, diversity and gender balance to provide effective leadership and oversight of an organisation of the size and complexity of the Co-op. This includes a formal and rigorous evaluation of the Board's performance annually (the **Annual Board Evaluation**) conducted in accordance with Rule 59.

3.5 To evaluate the performance of Directors (including MNDs) both individually and collectively, to monitor whether Directors (including MNDs) satisfy the Membership Criteria and Eligibility Criteria throughout their terms of office.

3.6 To monitor Directors' other significant commitments (including an indication of the time commitment).

3.7 To submit proposals to the Non-Executive Directors' Fees Committee of the Council in respect of the remuneration of the Chair, Independent Non-Executive Directors and MNDs of the Board, (such proposals to reflect the Co-op's remuneration policy in force at the time), and have regard to advice and guidance provided by the Remuneration Committee, including in relation to relevant market benchmarking data and the need to attract individuals of the appropriate quality for an organisation of the size and complexity of the Co-op.

3.8 To agree the terms of reference of the Scrutiny Committee with the Council.

3.9 Subject always to the overriding requirements set out in the Rules and in each case in accordance with the terms of reference of the relevant committee of the Board, to make recommendations to the Board in respect of the composition of each committee appointed by the Board (with the exception of the Committee itself) to assist the Board in making such appointments.

3.10 To lead on the re-appointment of Independent Non-Executive Directors 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 knowledge, skills and experience required.

3.11 On the re-election of Independent Non-Executive Directors and Executive Directors in accordance with Rule 55, having due regard to their performance and ability, to provide the Board with specific reasons as to how the contribution of each director up for re-election is and continues to be important to the Co-op's long term sustainable success.

3.12 To oversee the Board Diversity & Inclusion Policy and assess regularly the implementation of the policy and progress towards the goals set out.

3.13 To perform any other functions delegated or referred to it by the Board from time to time.

4. DELEGATION OF AUTHORITY

The Committee may delegate any or all of its responsibilities to a sub-committee, including one established solely for that purpose.

5. MEMBERSHIP

5.1 Members of the Committee that are not members by virtue of their office shall be appointed by the Board.

5.2 The Committee shall comprise the Chair, two Independent Non-Executive Directors (one of whom will be the Senior Independent Director), two MNDs and the Council President. If at any time there is a casual vacancy relating to the Chair, Senior Independent Director or Council President, or any temporary shortfall in the number of MNDs or Independent Non-Executive Directors on the Board, the initial or continuing members of Committee may act notwithstanding any vacancies in their number. In these circumstances steps will be taken to rectify any shortfall as soon as reasonably practicable.

5.3 The Chair or the Senior independent Director shall chair the Committee. In the absence of the Chair and/or the Senior Independent Director, the members present at a duly convened and quorate meeting of the Committee shall elect one of their number to chair the meeting.

5.4 The Co-op Secretary, or his or her nominee, shall be secretary of the Committee.

5.5 The Board shall be entitled to terminate the membership of any member of the Committee who is not a member of the Committee by virtue of his or her office at any time whether for cause or where otherwise appropriate or expedient to do so.

5.6 No Director facing re-election shall be eligible to participate in any discussions with the Committee or otherwise relating to his/her renomination or re-election to the Board.

6. MEETINGS

6.1 The Committee shall meet at such times as the chair of the committee shall require. The Committee shall meet at least twice per annum.

6.2 The quorum for meetings of the Committee shall be three members present throughout the meeting in person, by telephone or using other electronic communications, of whom at least one shall be the Council President or a MND and at least one shall be the Chair or the Senior Independent Director. In the event that a meeting is inquorate the secretary of the Committee may call a further meeting where the quorum shall be any three members of the Committee present throughout the meeting in person, by telephone or using other electronic communications.

6.3 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.

6.4 A resolution which is signed or approved by all the Committee members entitled to vote on that resolution shall be as valid and effectual as if it had been passed at a Committee meeting duly constituted. The resolution may be contained in one document or communicated in electronic form or in several documents, each signed or approved by one or more of the Committee members concerned. Approval may be given in hard copy form or in electronic form. There shall be excluded from the requirement that all Committee members sign or approve a resolution any member of the Committee who is absent from the United Kingdom unless the Committee member has provided an address (including any electronic address) at which they may be contacted in their absence.

6.5 Meetings of the Committee shall be called by the secretary of the Committee at the request of the chair of the Committee. Notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers where appropriate will normally be provided to each member of the Committee no later than seven days prior to the date of the meeting. All reasonable efforts shall be made to give notice of meetings of the Committee to all members of it and to arrange such meetings so that members are able to attend them.

6.6 A member of the Committee may participate in a committee meeting in person, by telephone or using other electronic communications.

6.7 Only members of the Committee have the right to attend committee meetings, however the Committee may also invite such other attendees as it deems necessary or appropriate to enable it to discharge its responsibilities as set out in paragraph 3 above. The following may, at the invitation of the Committee, be in regular attendance, namely:

(a) the Chief Executive;

(b) the Chief People and Inclusion Officer; and

(c) representatives from appointed professional search firm(s).

6.8 The secretary of the Committee shall prepare minutes of any meeting of the Committee, including the names of those present and in attendance, and, after approval and signature by the chair of the Committee, shall circulate the minutes to all members of the Committee and to all other members of the Board, unless it would be inappropriate to do so.

7. VOTING

7.1 In exercising its powers to make recommendations to the Board in respect of the appointment, election or re-election of any Independent Non-Executive Director or Executive Director, such recommendations must be a unanimous decision of those present (in person, by telephone or using other electronic communications) and entitled to vote at a duly convened meeting of the Committee.

7.2 Other matters will be decided by a majority decision of those present in person, by telephone or using other electronic communications and entitled to vote at a duly convened meeting of the Committee. If votes are equal (and neither Committee members ineligible to vote at such meetings nor abstentions shall be taken into account for the purposes of determining whether a vote is equal), the chair of the meeting has a second, casting vote.

8. GOVERNANCE, RESOURCING AND TRAINING

8.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Board Secretariat department for assistance as required.

8.2 The Committee is authorised by the Board to employ the services of such advisors as it deems necessary to fulfil its responsibilities, including employing search consultants or outside legal or other independent professional advice, at the Co-op's expense.

8.3 The Committee is authorised to seek any information it requires from any officer, employee, contractor or advisor of the Co-op in order to fulfil its duties.

8.4 Members of the Committee will be provided with appropriate and timely training, both through a tailored induction process for new members of the Committee and on an ongoing basis for all members, to enable them to discharge effectively their roles and responsibilities as members of the Committee.

8.5 The Committee shall at least annually review the Terms of Reference to ensure it is operating at maximum effectiveness and any proposed changes to these Terms of Reference shall be effective only if and when approved by the Board.

8.6 These Terms of Reference (as amended, if appropriate) shall be made public and a copy of the current version of these Terms of Reference shall be published on the Co-op's external website.

9. REPORTING

9.1 The Committee will report to and be accountable for its activities to the Board. It will normally report on its activities at the Board meeting immediately following its meeting.

9.2 The chair of the Committee shall report on committee business and highlight issues together with any related recommendations to the Board.

9.3 The Committee will provide a report to be included in the Co-op's Annual Report and Accounts about its activities which shall include:

a) The process used to make appointments and explanation if external advice nor open advertising has been used;

b) 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 Co-op;

c) A statement of the Board's policy on diversity, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives;

d) A statement detailing how the most recent Board evaluation has been conducted, the outcomes and actions taken, and any influence this has had on Board composition;

e) The gender balance of those in the senior management team and their direct reports.

9.4 The chair of the Committee shall be available to answer questions about the committee's activities at the Co-op's Annual General Meeting.

9.5 The Committee is accountable to the Board, however if the Committee believes any issues should be drawn to the attention of any of the Co-op's subsidiaries, the secretary of the Committee will ensure that a note of that issue is submitted to the relevant subsidiary.