

## Trustpilot Group plc (the “Company”)

### TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE (the “Committee”)

#### 1. CONSTITUTION

- 1.1 The Committee has been established by resolution of the board of directors of the Company (the “**Board**”) and is to be known as the Nomination Committee.
- 1.2 These terms of reference for the Committee (“**Terms of Reference**”) were adopted by resolution of the Board on 6 September 2024 and may be amended from time to time by resolution of the Board.

#### 2. MEMBERSHIP

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company, on the recommendation of the Committee.
- 2.2 The Committee shall comprise at least three members. A majority of the members of the Committee shall be independent non-executive directors of the Company.
- 2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided that the director still meets the criteria for membership of the committee and the majority of the Committee members remain independent.
- 2.4 If, at any point during a director’s membership of the Committee, the Board determines that such director (being a director who was independent at the time of their appointment to the Committee) is no longer independent and, as a result, a majority of the members of the Committee is not independent non-executive directors, that director will cease to be a member of the Committee.
- 2.5 The Board shall appoint the chair of the Committee (the “**Chair**”) who should be either the chair of the Board or an independent non-executive director. In the absence of the 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.

- 2.6 The Board shall regularly review the membership of the Committee to ensure that membership is refreshed and undue reliance is not placed on any particular individual(s).

### 3. SECRETARY

- 3.1 The company secretary, or their nominee, shall act as the secretary of the Committee (the “**Committee Secretary**”), and provide all necessary support to the Committee.
- 3.2 Without limitation to paragraph 4.7 below, the Committee Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 3.3 The Committee Secretary shall keep a record of:
- 3.3.1 the membership of the Committee (including the dates of any changes to such membership); and
- 3.3.2 any external person who, or firm which, provides search consultancy services to or otherwise materially assists the Committee.

### 4. COMMITTEE MEETINGS

#### *Frequency*

- 4.1 The Committee shall meet at least twice a year and otherwise as required.

#### *Proceedings*

- 4.2 Unless varied by these Terms of Reference, meetings and proceedings of the Committee will be governed by the provisions of the Company’s Articles of Association regulating the meetings and proceedings of the Board.

#### *Quorum*

- 4.3 The quorum necessary for the transaction of business shall be two members of the Committee, both of whom must be independent non-executive directors.
- 4.4 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 as set out in these Terms of Reference.

#### *Attendance*

- 4.5 Only members of the Committee have the right to attend, and vote at, Committee meetings.

- 4.6 Other individuals who are not members of the Committee (such as the chair of the Board, the chief executive officer, the chief people officer and external advisers) may be invited by the Committee to attend for all or part of any Committee meeting, as and when appropriate.

***Notice***

- 4.7 Meetings of the Committee shall be called by the Committee Secretary at the request of the Chair or any of its members.
- 4.8 Unless a shorter notice period is agreed by all Committee members or as otherwise determined by the Chair, notice of each Committee meeting shall be sent to each member of the Committee and any other person required to attend no later than five calendar days before the date of the meeting. Each notice shall be in writing (which may include email) and shall include the venue, time and date of the meeting together with an agenda of items to be discussed.
- 4.9 Supporting papers (if any) should be provided at the same time as notice of the meeting but, if this is not possible, any supporting papers must be sent to Committee members and, as appropriate, to other attendees, no later than one calendar day before the date of the relevant meeting.

***Minutes of meetings***

- 4.10 The Committee Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 4.11 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the company secretary unless, exceptionally, it would be inappropriate to do so.

**5. DUTIES**

- 5.1 The Committee should carry out the duties set out in this section 5 for the Company, its major subsidiary undertakings and the group as a whole, as appropriate.
- 5.2 The Committee shall:
- 5.2.1 regularly review the structure, size and composition (including the skills, knowledge, length of service, experience and diversity) of the Board, taking into account the company's strategic priorities and the main trends and factors affecting the long-term success and future viability of the company, and make recommendations to the Board with regard to any changes;

- 5.2.2 ensure plans are in place for orderly succession to Board and senior management positions, and 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 in the future;
- 5.2.3 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;
- 5.2.4 keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 5.2.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 5.2.6 before any search is commenced for a particular appointment to 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;
- 5.2.7 when identifying suitable candidates for potential appointment to the Board:
  - (a) use open advertising or the services of external advisers, as appropriate, to facilitate the search;
  - (b) consider candidates from a wide range of backgrounds; and
  - (c) 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;
- 5.2.8 prior to the appointment of a director to the Board, request that the proposed appointee discloses:
  - (a) any other significant time commitments and the time involved with each commitment; and
  - (b) any other business interests that may result in a conflict of interest and, if required, any such conflict of interest should be authorised by the Board on or prior to such director's appointment;
- 5.2.9 ensure that, on appointment to the Board, each director acknowledges and agrees that:
  - (a) any additional future commitments are not undertaken; and

- (b) any future business interests that could result in a conflict of interest are not undertaken,

in each case, without the prior authorisation of the Board;

- 5.2.10 ensure that, on appointment, all executive directors receive a formal service contract clearly setting out their role, duties and what is expected of them;
  - 5.2.11 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;
  - 5.2.12 review the results of the Board performance review process that relate to the composition of the Board and succession planning;
  - 5.2.13 regularly review the Company's diversity, equity and inclusion policy and report to the Board on progress made in achieving any objectives set out in such policy;
  - 5.2.14 at least annually, review the time required from the chair of the Board, the senior independent director and each of the non-executive directors (taking into account committee memberships) and, with reference to the annual performance review, assess whether all members of the Board are spending enough time to fulfil their duties; and
  - 5.2.15 work and liaise as necessary with other committees of the Board, ensuring the interaction between committees and with the Board is reviewed regularly.
- 5.3 The Committee shall also make recommendations to the Board concerning:
- 5.3.1 the Company's diversity, equity and inclusion policy and the implementation of such policy;
  - 5.3.2 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
  - 5.3.3 suitable candidates as new directors and succession for existing directors;
  - 5.3.4 the appointment of any director to executive or other office;
  - 5.3.5 membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chair of those committees;
  - 5.3.6 the re-appointment of 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;

- 5.3.7 the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code (as amended from time to time, the “**Code**”) or the retirement by rotation provisions in the Company’s Articles of Association, having due regard to their performance and ability, and why their contribution is important to the Company’s long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the chair of the Board and the Board as whole; and
- 5.3.8 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.

## **6. ENGAGEMENT WITH SHAREHOLDERS**

- 6.1 The Chair should attend the Company’s annual general meeting to answer any shareholder questions on the Committee’s activities.
- 6.2 In addition, the Chair should seek engagement with shareholders on significant matters related to the Committee’s areas of responsibility.

## **7. REPORTING**

- 7.1 The Chair shall report to the Board after each Committee meeting on all matters within its duties and responsibilities (including, the nature and content of its discussion, recommendations of the Committee and actions to be taken).
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 7.3 The Committee shall produce a report on its activities to be included in the Company’s annual report. This report should describe the work of the Committee, including:
- 7.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- 7.3.2 how the Board performance review 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 influenced or will influence the composition of the Board;

- 7.3.3 the policy on diversity, equity and inclusion, its objectives and linkage to the Company's strategy, how it has been implemented and progress on achieving the objectives, and
- 7.3.4 the gender balance of those in the senior management team and their direct reports.
- 7.4 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.

## **8. OTHER MATTERS**

The Committee shall:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 8.2 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;
- 8.3 give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's UK Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- 8.4 ensure that a copy of these Terms of Reference are published on the Company's website;
- 8.5 ensure that a periodic review of the Committee's own performance is carried out; and
- 8.6 at least annually, review the Committee's constitution and these Terms of Reference to ensure that the Committee is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **9. AUTHORITY**

The Committee is authorised by the Board, at the Company's expense, to:

- 9.1 investigate, or appoint an independent third party to investigate, any matter(s) within these Terms of Reference;
- 9.2 obtain independent legal or other professional advice on any matter(s) within these Terms of Reference; and

- 9.3 seek any information the Committee requires from any employee of the Company in order to perform its duties as set out in these Terms of Reference, and all employees are directed to cooperate with any requests made by the Committee.