



**Rightmove plc  
(the "Company")**

## **Nomination Committee - Terms of Reference**

### **Membership**

The Committee shall have not less than three members appointed by the Board, the majority of whom shall be independent non-executive directors. Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three-year periods provided that the majority of the Committee members remain independent.

The Chair of the Committee shall be the Chair of the Company or an independent non-executive director, as appointed by the Board. However, the Chair of the Company shall not chair the Committee when it is dealing with the appointment of a successor to the Chair of the Company. In the absence of the Chair the remaining members present shall elect one of themselves to chair the meeting.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, other non-executive directors as the Committee may ask to assist the Committee from time to time, the Head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

The Company Secretary or her 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 issues.

### **Procedure**

#### *Quorum*

The quorum for meetings of the Committee shall be two members both of whom must be independent non-executive directors. 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.

#### *Operation and frequency of meetings*

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

Meetings of the Committee shall be convened by the secretary of the Committee at the request of the Chair of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required or invited to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

The Committee may hold meetings by telephone or using any other method of electronic communication, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.

#### *Minutes of meetings and reporting responsibilities*

The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chair of the Board and, once agreed, to all other members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Terms of Reference of the Committee shall be made available on request and displayed on the investor section of the Company's website and a separate section of the Annual Report shall list the members of the Committee and describe the work of the Committee in discharging its responsibilities including:

- the process used and approach to appointments, succession planning and how both support the development of a diverse pipeline;
- how the board evaluation has been conducted including the outcomes and actions taken;
- the policy on diversity and inclusion, its objectives and linkage to company strategy and how it has been implemented; and
- the gender balance of those in the senior management team and their direct reports.

The Committee Chair shall be available to answer questions relating to the duties of the Committee at the Company's Annual General Meeting and engage with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

#### **Duties and authority**

The primary role of the Committee is to consider and make recommendations to the Board concerning the composition of the Board, including proposed appointees to the Board, whether to fill any vacancies that may arise or to change the number of Board members. In carrying out its duties the Committee shall give due regard to the provisions of the UK Corporate Governance Code, the requirements of the UK Listing

Authority's Listing, Prospectus and Disclosure, Guidance and Transparency Rules and any other applicable rules, as appropriate.

In particular, the Committee shall:

- regularly review the structure, size and composition (including the skills, knowledge and experience and diversity) of the Board and its Committees and make recommendations to the Board about any changes;
- give full consideration to succession planning, including the development of a diverse pipeline, for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Group, the Group's diversity strategy and the skills and expertise needed in the Board in the future;
- keep under review the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace in which it operates;
- keep up to date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates;
- be responsible for identifying and nominating, for the approval of the Board, appropriate individuals to fill Board and Committee vacancies as and when they arise, ensuring that a formal and transparent procedure is followed for all nominations;
- before any 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, the time commitment expected and review the results of the Board performance evaluation that relate to the composition of the Board and its Committees;
- in identifying suitable candidates, where appropriate, review internal candidates through a process of succession planning and/or:
  - (i) use open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds, ensuring that the Board has the necessary skills, experience and diversity (including gender diversity); and
  - (iii) 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;
- for the appointment of the Chair of the Board, the Committee should prepare a job specification, including the time commitment expected. Any proposed Chair's other significant commitments should

be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;

- ensure that on appointment to the Board and commencement of their employment, executive directors enter into a formal service agreement with the Company setting out their roles and responsibilities, confirming that they must devote the whole of their time and attention to the Company's business, save in respect of any other commitments for which they must seek prior Board approval;
- ensure that prior to the appointment of a director, the proposed appointee is required to disclose any other business interests that could result in a conflict of interest. The Committee will keep directors' potential and declared conflicts of interest under review;
- 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 and that they are bound to seek prior Board approval before taking on additional commitments; and
- review annually the time required from each non-executive director.

The Committee shall make recommendations to the Board concerning:

- plans for succession for both executive and non-executive directors and, in particular, for the key roles of Chair and Chief Executive Officer;
- suitable candidates for the role of Senior Independent Director;
- membership of the Audit and Remuneration Committees, in consultation with the Chair of each of those committees;
- 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;
- the re-election by shareholders of any director under the annual re-election provisions of the Code 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 knowledge, skills and experience required for progressive refreshing of the board, taking into account the length of service of individual directors, the Chair and the Board as a whole (particularly in relation to directors being re-elected for a term beyond six years);
- the appointment of any director to executive or other office, the recommendation for which would be considered at a meeting of the full Board; and

- 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.

#### *Self-review*

The Committee shall, at least once a year, review its own performance, 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.

#### *Other Matters*

The Committee shall

- have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 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; and
- give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure, Guidance and Transparency Rules and any other applicable Rules, as appropriate.

#### *Authority*

The Committee is authorised to:

- seek any information it requires from any employee of the Group in order to perform its duties; and
- obtain at the Group's expense, outside legal or other professional advice on any matters within its Terms of Reference.

**Approved by the Board and the Committee on 5 December 2022**