

Nominations Committee Terms of Reference**Membership and constitution**

Membership	At least three directors of the Company, the majority of whom shall be independent Non-Executive Directors. Committee members shall be appointed by the Board, on the recommendation of the Committee, in consultation with the Committee Chair.
Committee Chair	Either the Chair of the Board, Senior Independent Director or an independent Non-Executive Director appointed by the Board. 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. The Chair of the Board shall not chair meetings of the Committee when it is dealing with the matter of succession to the Chair of the Board.
Secretary	Group General Counsel & Company Secretary (or their nominee).
Quorum	Two members.
Attendees	Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.
Frequency of meetings	The Committee shall meet as and when it is deemed necessary, normally three times a year.
Notice of meetings	Committee meetings shall be called by the Secretary at the request of the Committee Chair. Notice of each meeting confirming the venue, time and date together with an agenda and papers shall be circulated to Committee members and attendees where possible no later than five working days before the date of the meeting.
Reporting	Committee meeting minutes shall be circulated to the Committee members and, once approved, to the Board unless, in the opinion of the Committee Chair, it would be inappropriate to do so.
Terms of Reference	These Terms of Reference may only be amended with the consent of the Board.

Purpose and Authority

The Committee is established as a committee of the Board and is authorised to carry out the duties set out in these Terms of Reference. In fulfilling its duties, the Committee is further authorised by the Board to:

1. seek any information that it requires from any employee or contractor of the Company and all employees and contractors are directed to co-operate with any request made by the Committee;
2. have unrestricted access to Company documents and Company information; and
3. obtain outside legal or independent professional advice in accordance with the Company's policy and secure the attendance of individuals with relevant experience and expertise at Committee meetings if it considers this necessary.

Organisation of the Committee

1. The Committee Chair shall attend the annual general meeting of the Company and be prepared to respond to any shareholder questions on the Committee's activities through the Chair of the Board, if applicable;
2. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within these Terms of Reference;
3. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
4. The Committee shall, at least once a year, review its own performance, constitution and Terms of Reference to ensure it is operating effectively, recommend any changes it considers necessary to the Board for approval and annually report to the Board on how it has discharged its responsibilities under these terms of reference;
5. The Committee shall prepare a report about its activities and recommend it to the Board for approval and inclusion in the Company's Annual Report and Accounts to shareholders. The report should include all information requirements set out in the UK Corporate Governance Code and relevant legislation and regulation; and
6. The Committee shall 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.

Duties

The Committee shall have the following responsibilities, powers, authorities and discretions:

1. To ensure there is a formal and appropriate procedure for the appointment of new directors to the Board. The Committee is responsible for leading this process, identifying candidates and making recommendations to the Board on any appointments to the Board;
2. To make a statement in the Annual Report and Accounts about its activities, the process used to make appointments, how it addresses Board diversity and to justify the use of external advice or open advertising;
3. To ensure that a formal and rigorous process for evaluating the performance and effectiveness of the Board, its principal Committees and individuals is conducted on an annual basis. The Committee shall review the output and implications of any board evaluation exercise and will agree upon the content of a summary report of such board evaluation that will be incorporated in the Annual Report and Accounts;
4. To regularly review the structure, size and composition (including the skills, experience, independence, knowledge and diversity, including gender and ethnicity) required of the Board (and its primary committees) compared to its current position. The Committee shall make recommendations to the Board with regard to any proposed changes;
5. The Committee shall consider future skills and annual training requirements for the Board, taking into account internal and external developments where appropriate;
6. To give full consideration to and make recommendations about succession planning for directors (including the Chair and Group Chief Executive), taking into account the challenges and opportunities facing the Company, and accordingly, the Board's present and future needs for skills, expertise and overall diversity;
7. As part of the process of identifying candidates to fill Board vacancies,, the Committee shall in advance discuss and agree upon the core skills, capabilities and attributes required for the appointment;
8. In identifying suitable candidates for Board vacancies, the Committee shall:
 - a. wherever possible, and taking into account the circumstances, use open advertising or the services of external advisers to facilitate the search;
 - b. consider candidates from a wide range of backgrounds;
 - c. where necessary and appropriate, arrange for a subgroup of the Committee to meet with the candidates; and

- d. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender and ethnicity. The Committee shall take care that appointees have enough time available to devote to the position;
9. For the appointment of the Chair of the Board, the Committee should prepare a job specification, including the time commitment expected. The Senior Independent Director shall lead the appointment of the Chair of the Board unless the Committee decides it is appropriate for another member of the Committee to do so for any reason. A proposed Chair'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;
 10. Prior to the appointment of a director of the Company, 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;
 11. To ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment and/or service contract setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
 12. To formulate policy, where required, relating to the tenure of Non-Executive Directors;
 13. To make recommendations to the Board regarding the appointment and removal of the Company Secretary; and
 14. The Committee shall also make recommendations to the Board concerning:
 - a. nominations of suitable candidates for the role of Senior Independent Director;
 - b. membership and the role of Chair of the Board's Committees, in consultation with the Chair of those committees;
 - c. 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;
 - d. the annual re-election by shareholders of each director of the Company having due regard to their time commitment, performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; and
 - e. any matters relating to the continuation in office of any director of the Company at any time including the suspension or termination of service of an executive director, as an employee of the Company, subject to the law and their service contract.

HIGHLY CONFIDENTIAL

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Approved by the Board: 12 December 2023