

THE GO-AHEAD GROUP PLC (THE “COMPANY”)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. Purpose

The purpose of the Nomination Committee (the “Committee”) is to ensure the composition of the Board of Directors of the Company (the “Board”) comprises an appropriate balance of skills, experience, independence, knowledge and diversity to effectively discharge its responsibilities.

2. Membership

Members of the Committee shall be appointed by the Board. The Committee shall be composed of not less than three members, a majority of whom shall be independent non-executive directors.

The Board shall appoint the Committee Chair, who shall either be the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair or an appointed deputy, the remaining members present shall elect an alternative independent non-executive director to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of their own succession.

Only members of the Committee have the right to attend meetings. However, other individuals may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary. No member shall participate in the discussion of their own position.

Appointments to the Committee shall be for a period of up to three years, which may be extended for a further two periods of up to three years (nine years in total) provided the member still meets the criteria for membership of the Committee.

The Company Secretary, or their nominee, shall act as the Secretary of the Committee and provide all necessary support in the form of recording minutes and ensuring that the Committee receives relevant information and papers in a timely manner to enable full and proper consideration of the relevant issues.

3. Meetings

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

Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member and any other person required to attend, no later than 5 working days prior to the date of the meeting.

The quorum necessary for the transaction of business shall be any two members of the Committee, one of whom shall act as the Committee Chair.

Each member attending the meeting shall have one vote. If a member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting. Except where they have a personal interest, the Committee Chair shall have a casting vote.

The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Draft minutes of the meetings shall be circulated promptly. Once approved by the Committee, minutes shall be made available online in the Board Resource Centre to all other Board members unless in the opinion of the Committee Chair it would be inappropriate to do so.

A resolution in writing and signed by all members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next Committee meeting.

4. Engagement with Shareholders

The Committee Chair shall attend the Annual General Meeting of the Company and shall answer any questions on the Committee's activities and its responsibilities.

The Committee Chair will seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

5. Duties

The Committee shall be kept fully informed about the strategic issues and commercial changes affecting the Company and the market in which it operates. In this context, the Committee shall keep under review the leadership needs of the business, from both an executive and non-executive director perspective, with a view to ensuring the continued ability of the business to compete effectively in the marketplace. In undertaking its duties, the Committee shall:

- Composition of the Board
Regularly review the structure, size and composition of the Board, including the balance of skills, personal attributes, experience, independence, knowledge and diversity of the Board and its Committees, and make recommendations to the Board as appropriate.
- Succession Planning
Give full consideration to succession planning for all Board and senior management positions, taking into account the future needs of the Board and the business, the length of service of the Board as a whole and the need to have robust and diverse succession pipelines.
- Diversity
Annually review the Board Diversity Policy, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving these objectives and set updated measurable objectives and targets for diversity and inclusion in relation to Board and senior management positions.
- Appointments to the Board
Be responsible for identifying and nominating for the Board's approval, candidates to fill Board vacancies as and when they arise. Prepare role descriptions and capability requirements for all appointments to the Board and the time commitment expected. In identifying suitable candidates, the Committee shall:
 - Use open advertising or the services of external advisers where required to facilitate the search;

- Consider candidates from diverse backgrounds;
- Consider any potential conflicts of interest; and
- Consider candidates on merit, against objective criteria with due regard to the benefits of diversity on the Board, including gender, social and ethnic backgrounds, and cognitive and personal strengths.
- 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 director duties, time commitment, as well as an overview of the induction process.
- Conflicts of Interest
Keep under review any conflict or potential conflicts of interest situations authorised by the Board in accordance with the Company's Articles of Association and Conflicts of Interest Policy, and determine whether it is appropriate for such matter to remain so authorised.
- External Directorships and Time Commitments
Before appointing prospective directors, other significant time commitments shall be disclosed to ensure that appointees have sufficient time to devote to the position. Any additional external appointments following appointment to the Board require prior approval by the Board.

The number of external appointments held by the non-executive directors and the time commitment required for each shall be reviewed annually. The Committee shall identify any instances of overboarding and consider performance evaluation to assess whether non-executive directors are able to devote sufficient time to fulfil their duties.
- Board Evaluation
Ensure the Board, its Committees, the Chair and individual director performance evaluations are carried out at least on an annual basis, with the evaluation of the Board being externally facilitated at least every three years. The Committee shall review the results of the performance evaluation that relate to board composition and succession planning.

6. Board Reporting and Recommendations

The Committee Chair shall report to the Board on its activities and how it has discharged its responsibilities, making recommendations to the Board as it deems appropriate on any area within its remit.

The Committee shall also make the following recommendations to the Board, as appropriate:

- The appointment of any director to executive or other office.
- The continuation of the Chair of the Board, having assessed every three years whether the present incumbent should continue in post, taking into account the need for continuity versus freshness of approach.
- Suitable candidates for the role of Senior Independent Director.
- Membership and chairmanship of the audit and remuneration committees, in consultation with the Chair of those Committees.

- Succession plans for both executive and non-executive directors and in particular for the key roles of Chair and Group Chief Executive.
- The re-appointment of any non-executive director at the conclusion of their specified term of office. This is with due regard to their skills, performance and ability to continue to contribute to the Board and the Company's long-term sustainable success, taking into account the length of service of the Board as a whole and its membership being regularly refreshed.
- Support for the re-election by shareholders of directors in accordance with the annual re-election provisions in the Articles of Association.
- 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.

The Committee shall make a statement in the Annual Report to include any matters required by the UK Corporate Governance Code.

7. General Matters

The Committee shall:

- Be provided with appropriate and timely training and briefings, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.
- At least once a year, review these Terms of Reference to ensure that the Committee is operating at maximum effectiveness, recommending any changes it considers necessary and once approved, ensuring they are publicly available by placing them on the Company's website.

8. Authority

The Board authorises the Committee to obtain, at the Company's reasonable expense, outside legal or other professional advice on any matters within its Terms of Reference.

Adopted by Resolution of the Board on 20 January 2021