Crest Nicholson Holdings plc
Terms of Reference for the Nomination Committee
Adopted by the Board 25 November 2026

1 Constitution

1.1 The Nomination Committee (the **Committee**) of Crest Nicholson Holdings plc (the **Company**, together with all its subsidiary undertakings, the **Group**) is established by the board of directors of the Company (the Board) as a Committee of the Board with the authority, powers and discretions set out in these Terms of Reference. The Committee may sub-delegate any or all of its powers and authority as it thinks fit. Amendment to these Terms of Reference requires approval of the Board. The expectation is that the Committee will run in tandem with the Remuneration Committee of the Board.

2 Membership

2.1 The Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall be made up of at least three members, the majority of whom shall be independent non-executive directors of the Company.

2.2 Only members of the Committee have the right to attend and vote at Committee meetings. However, other individuals such as the Chief Executive Officer, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.

2.3 The Chair of the Committee (the **Chair**) shall either be the Chairman of the Board or the Senior Independent Director) or any other independent non-executive Director as appointed by the Board. In the absence of the Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The chairman of the Board may not chair the Committee when it is dealing with the appointment of a successor to the chairmanship.

2.4 No Committee member may be involved in any decision regarding their own appointments.

2.5 Members of the Committee shall be appointed by the Board for a period of up to three years. Such appointment may then be extended by no more than two additional periods of up to three years, provided the member continues to meet the criteria for membership of the Committee.

3 Secretary

3.1 The Company Secretary or their nominee shall act as the secretary of the Committee (the Secretary).

3.2 The Secretary shall attend all of its meetings and shall prepare and circulate to members and all other non-executive directors (and invitees as appropriate) all information and papers in a timely manner to enable them to be given full and proper consideration of the issues.

3.3 The Secretary shall also act as a coordinating intermediary between the Board and the Committee.

4 Quorum

4.1 The quorum necessary for the transaction of business shall be two members, both of whom must be independent non-executive directors.

4.2 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.

4.3 No member of the Committee shall attend or form part of the quorum in relation to any matter in which he/she has a personal interest.

5 Meetings

5.1 The Committee shall meet at least twice a year and at such times as the Chair shall require.

5.2 Any member of the Committee may request a meeting if he or she considers that one is necessary or expedient.

6 Notice of Meetings

6.1 Meetings of the Committee shall be called by the Secretary at the request of any of the Committee members.

6.2 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 meeting and any other person required to attend.

6.3 Notices, agendas and supporting papers will be sent in electronic form unless the recipient has agreed to receive documents in another way.

6.4 All reasonable efforts shall be made to give notice of meetings of the Committee to all members and invitees and to arrange such meetings so that all members and invitees are able to attend.

7 Minutes of Meetings

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

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

7.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless it would be inappropriate to do so in the opinion of the Chair.

8 Shareholder engagement

8.1 The Chair, unless in extenuating circumstances, shall attend the Company's Annual General Meeting and be prepared to answer any shareholder questions on the Committee's activities.

8.2 The Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9 Duties

9.1 The Committee shall, in conducting all of its duties in accordance with these Terms of Reference, act in a way it considers in good faith, and would be most likely to promote the success of the Company for the benefit of its members as a whole.

9.2 The Committee shall have the specific duties set out in this paragraph 9. The Committee shall ensure that, in carrying out the specific duties set out in this paragraph 9, they give due consideration to relevant laws and regulations, including the general duties of directors set out in the Companies Act 2006, the provisions of the Code and the requirements of the FCA Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules or guidance as appropriate.

Appointments to the Board

9.3 The Committee shall:

(a) be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;

(b) use open advertising or the services of external advisers to facilitate the search;

(c) prepare a description of the role and capabilities required for a particular appointment;

(d) where identifying potential candidates,

(i) consider a wide range of backgrounds and look beyond conventional credentials, experience and skills;

(ii) use head hunters and/or specialist recruitment organisations where deemed appropriate;

(iii) consider candidates on merit against objective criteria with due regard for the benefits of diversity on the Board, including gender, social and ethnic backgrounds, cognitive and personal strengths, taking care that appointees have enough time available to devote to the position; and

(iv) take into account other demands on candidates' time and require significant commitments to be disclosed with an indication of the time involved;

(e) consider proposals for the re-appointment or promotion of directors and also any proposal for their dismissal, retirement, non re-appointment or any substantial change in their duties or responsibilities;

(f) ensure, in conjunction with the chairman of the Board, that new directors receive a tailored induction;

(g) for the appointment of a chairman of the Company, prepare a job specification, including the time commitment expected;

(h) 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 of board meetings. This letter of appointment containing the terms and conditions of appointment of any non-executive director should be made available for inspection by any person at the Company's registered office during normal business hours and at the Company's annual general meeting (for 15 minutes prior to, and during, the meeting); and

(i) make recommendations to the Board concerning:

(i) suitable candidates for the role of senior independent director;

(ii) membership of the Committee, the Audit and Risk Committee and the Remuneration Committee, and any other Board committees as appropriate, in consultation with the Chairs of those committees;

(iii) 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;

(iv) the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code or the ‘retirement by rotation’ provisions in the Company’s articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);

(v) approval for directors to undertake additional external appointments, and consideration of the reasons for permitting significant appointments which should be included in the annual report;

(vi) 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; and

(vii) the appointment of any director to executive or other office.

Board evaluation

9.4 The Committee shall:

(a) review the Board annually considering its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively;

(b) review the balance of skills, knowledge and experience of the divisional managing directors and any relevant senior divisional personnel and make recommendations to the Group board with regard to any changes;

(c) review annually the time required from a non-executive director. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil their duties; and

(d) ensure that evaluation of the Board is externally facilitated at least every three years.

Succession planning

9.5 The Committee shall:

(a) give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the company and what skills and expertise are therefore needed on the Board and throughout the Group in the future;

(b) ensure plans are in place for orderly succession to both the board and senior management positions, overseeing the development of a diverse pipeline for succession; and

(c) keep under view 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.

Conflicts of interest

9.6 The Committee shall:

(a) before appointment of a director, require the proposed appointee 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; and

(b) consider all significant matters or concerns relating to directors and conflicts of interests with the Company including, but not limited to, new potential or actual situations that may lead to a conflict and existing situations where circumstances may have changed or be about to change and make recommendations to the Board as to the authorisation the Board may or may not choose to give pursuant to section 175 of the Companies Act 2006.

10 Other Matters

10.1 The Committee shall have access to sufficient resources, including adequate information, in order to carry out its duties, including access to the Company Secretary for assistance as required.

10.2 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.

10.3 The Committee shall, at least annually, review its own performance, to ensure it is operating at maximum effectiveness .

10.4 The Committee shall, at least annually, review these Terms of Reference, and recommend any necessary changes to the Board for approval.

10.5 The Committee shall work and liaise as necessary with all other Board committees.

11 Reporting Responsibilities

11.1 The Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11.3 The Committee shall compile a formal report to shareholders to be included in the Company's annual report. The report shall include:

(a) its activities, identifying the membership of the Committee, number of Committee meetings held and attendance of individual directors over the course of the year;

(b) the process used to make appointments, its approach to succession planning and how both support developing a diverse pipeline, and explaining if external advice or open advertising has not been used;

(c) a description of how the annual performance evaluation of the Board, its committees and individual directors has been conducted; and

(d) a description of the Board's policy on diversity, including gender and ethnicity, any measurable objectives that it has set for implementing the policy, progress on achieving its objectives and the gender and ethnicity balance of those in the Executive Committee and their direct reports.

11.4 The Committee shall make available to shareholders these Terms of Reference by placing them on the Company's website.

12 Authority

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

(a) investigate any activity within its Terms of Reference;

(b) seek any information it requires from any employee or director of the Group, or any consultant or other provider of services to the Group, in order to perform its duties. All employees are directed to co-operate with requests for information made by the Committee, including requests to attend meetings of the Committee;

(c) seek and obtain outside legal or other independent professional advice on any matter within these Terms of Reference;

(d) within any budgetary constraints imposed by the Board, commission any reports, surveys or information which it deems necessary to help fulfil its obligations; and

(e) secure the attendance of external advisers at its meetings.