

**TERMS OF REFERENCE  
FOR THE NOMINATION AND GOVERNANCE COMMITTEE OF THE BOARD OF SPECTRIS PLC**

**1. Constitution**

The Nomination and Governance Committee (the “Committee”) shall be formed under the provisions of Article 119 of the Spectris plc’s (the “Company”) Articles of Association and shall conduct itself as prescribed therein.

**2. Membership**

- 2.1. The Committee is appointed by the Board and shall comprise the Chairman of the Board, and all of the Non-Executive Directors, the majority of whom should be independent.
- 2.2. The Chairman of the Board shall act as Chairman of the Committee, save in relation to the appointment of a successor, when the Committee shall be chaired by the Senior Independent Director. In the absence of the Chairman (or Senior Independent Director, as appropriate) the remaining members present shall elect one of themselves to chair the meeting.
- 2.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals, including external advisors may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.4. The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

**3. Meetings**

- 3.1. The quorum necessary for the transaction of business shall be three, the majority of whom should 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.
- 3.2. The Committee shall meet at least three times a year and at such other times as required to carry out its duties.
- 3.3. Meetings of the Committee may be conducted when the members are physically present together, or in the form of either audio or video conference, or a combination of mediums.

#### **4. Notice of Meetings**

- 4.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman or any of its members.
- 4.2. 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 and any other person required 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.

#### **5. Minutes of Meetings**

- 5.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 5.2. Draft Minutes of Committee meetings shall be circulated promptly to the Committee Chairman for review and comment. Once approved, minutes shall be made available to all other members of the Board, unless in the opinion of the Committee Chairman it would be inappropriate to do so.

#### **6. Annual General Meeting**

The Chairman shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities. In addition, the Chairman of the Committee should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

#### **7. Duties**

The duties of the Committee shall be to:

- 7.1. review regularly the structure, size and composition (including the skills, knowledge, experience, independence, external commitments, diversity and length of service) of the Board and make recommendations to the Board with regard to any changes;
- 7.2. identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 7.3. evaluate the balance of skills, knowledge, experience and diversity on the Board before any appointment is made by the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - use a formal, rigorous and transparent process;
  - use open advertising or the services of external advisers to facilitate the search;
  - consider candidates from a wide range of backgrounds;
  - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity in all its facets to the work of the Board; and
  - ensure that appointees have enough time available to devote to the position.

- 7.4. prepare a job specification, including the time commitment expected, for the appointment of a Chairman. A proposed Chairman's other significant commitments shall be disclosed to the Board before appointment and any changes to such commitments should be reported to the Board as they arise;
- 7.5. ensure that prior to the appointment of a Director, the proposed appointee is 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;
- 7.6. 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;
- 7.7. annually review the commitment required from the Chairman and Non-executive Directors and assess whether each is spending sufficient time on the Company's business to fulfil their duties;
- 7.8. annually review the Board's composition to ensure it remains of an appropriate size and structure;
- 7.9. annually review the directors' conflicts of interest policy and recommend any changes the Committee deems appropriate for the approval of the Board;
- 7.10. review the results of the annual Board evaluation process insofar as these relate to succession planning or the composition, performance and training needs of the Board;
- 7.11. review annually the training needs of all Directors;
- 7.12. make recommendations to the Board concerning:
  - succession plans for both Executive and Non-executive Directors, in particular for the key roles of Chairman and Chief Executive;
  - suitable candidates for the role of Senior Independent Director;
  - suitable candidates for the role of Workforce Engagement Director;
  - membership of the Board's Committees, in consultation with the Chairmen of these Committees;
  - the annual re-election, subject to approval by the members, 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 and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chairman and the Board as whole;
  - 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 law and their service contract;
  - the external appointments of any Executive Director; and
  - the scope of the duties of the Workforce Engagement Director.

## 8. Succession Planning

The Committee shall:

- 8.1. have responsibility for ensuring succession plans are developed for members of the Board and the Executive Committee in the course of its work, both in the medium-term, to fill vacancies arising in the normal course of events, and in the longer-term, taking into account the challenges and opportunities facing the Company, its strategy and the skills and expertise needed in the future;
- 8.2. oversee the development of a diverse pipeline for succession; and
- 8.3. regularly review succession plans to ensure sufficient arrangements are in place to deal with the sudden departure of Board or Executive Committee members or key senior managers in operating companies. Such plans shall also include changes arising from unforeseen events, including but not limited to illness, poor performance or a regulatory investigation.

## 9. Talent Management

The Committee has responsibility for the oversight of the Company's Talent Management Programme and shall:

- 9.1. Annually review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace and meet its strategic objectives;
- 9.2. Regularly review the Company's Talent Management Programme to ensure effective talent development and succession planning throughout the Spectris Group; and
- 9.3. Receive periodic updates on the Company's talent management programme including performance evaluations of the senior management team.

## 10. Diversity

The Committee has responsibility for the oversight of the Company's approach to fostering a diverse and inclusive culture and shall:

- 10.1. Keep under review the Company's approach to Diversity and Inclusion, including relevant policies and work with management to oversee the setting and meeting of diversity objectives and strategies for the Company as a whole and monitoring the impact of diversity initiatives;
- 10.2. Assess the diversity balance of the Executive Team and their direct reports to ensure a diverse pipeline for succession; and
- 10.3. Review and recommend any updates to the Board's Diversity Policy and monitor progress against that Policy.

## **11. Workforce Engagement**

The Committee shall:

- 11.1. Oversee the workforce engagement strategy on behalf of the Board and be supported in the implementation of this strategy by the Workforce Engagement Director;
- 11.2. Report to the Board on the efficacy of the Company's approach to workforce engagement and activities undertaken throughout the year; and
- 11.3. Monitor the effectiveness of workforce engagement initiatives and report to the Board on the Company's Purpose, Values and culture.

## **12. Environmental, Social and Governance**

The Committee shall:

- 12.1. Review and develop the Board's corporate governance framework and monitor its compliance with environmental, social and governance standards and practices while ensuring that they remain appropriate to the size, complexity and strategy of the Company;
- 12.2. Recommend to the Board any revisions to the governance framework deemed necessary, taking into account any significant developments in the law and practice of environmental, social and governance risks; and
- 12.3. Review Board oversight of the Group's approach to Environmental, Social and Governance, taking into account relevant changes in law and regulation and stakeholder expectations and report to the Board on the efficacy of that oversight.

## **13. Reporting Responsibilities**

- 13.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 13.3. A separate section of the Company's Annual Report shall describe the Committee's activities and the process used to make Board appointments, setting out the objective criteria used in the search for Board candidates and explain if external advice or open advertising has not been used for appointment. The Report shall take into account the requirements of the UK Corporate Governance Code.
- 13.4. Where appropriate, the Report shall include information on forward succession planning and talent management at and below Executive Director level and shall include a statement of the Board's policy on diversity, within its widest sense, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.
- 13.5. These Terms of Reference shall be made available on request and published on the Company's website.

## 14. Other Matters

The Committee shall:

- 14.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 14.2. 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;
- 14.3. give due consideration to laws and regulations, the provisions of the Code and the requirement of the UK Listing Authority's Listing Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 14.4. arrange for periodic reviews of its own performance and, at least annually, review its 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.

## 15. Authority

The Committee is authorised by the Board to:

- 15.1. investigate any activity within its Terms of Reference;
- 15.2. to seek any information it requires from any employee (and all employees are hereby directed to co-operate with any request made by the Committee); and
- 15.3. to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.

Approved by the Board: 8 December 2023