YouGov plc

Nomination Committee

Reserved Matters & Terms of Reference

Adopted: 10 December 2020
Last Updated: 07 October 2025
Last Approved: 07 October 2025

Matters Reserved for the Nomination Committee

The Nomination Committee operates under Terms of Reference agreed by the Board.

The Board has delegated the following matters to the Nomination Committee:

- Reviewing the structure, size and composition (including skills, knowledge, experience and diversity) of the Board and making recommendations to the Board with regard to any changes
- Identifying and nominating for the approval of the Board, candidates for board vacancies
- Considering succession planning for Directors and other senior executives
- Identifying the talent, skills and experience required for the next stage in the Group's development
- Identifying possible internal and external candidates for future Board roles
- Assisting the Board Chair (or, where appropriate, the Senior Independent Director), in taking steps to remove any underperforming Director
- Appointment and removal of executive search advisors to the Committee

Adopted: 21 January 2015
Last Updated: 07 October 2025
Last Approved: 07 October 2025

YouGov plc
Nomination Committee (the "Committee")
Terms of Reference

1. Membership

1.1. The membership of the Nomination Committee is comprised of at least two Non-Executive Directors.

1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Executive Directors, senior HR leadership and external advisers, including executive search agencies, may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3. The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent Non-Executive Director. 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 from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chair.

1.4. At least half of the members of the Nomination Committee excluding the Chair shall be independent.

2. Secretary

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

3. Quorum

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors. If the Chair of the Committee is the Chair of the Board and was not independent on appointment, the minimum quorum necessary for the transaction of business shall be three.

4. Frequency of meetings

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

5. Notice of meetings

5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.

5.2. 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 two working days before the date of the meeting, except where exceptional circumstances demand a shorter notice period by consent of a quorum of members. Supporting papers shall be sent to Committee members and to other attendees as appropriate, with sufficient time to consider them ahead of any decision required.

6. Minutes of meetings

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

6.2. Minutes of Committee meetings will be agreed with the Committee Chair and shared with all members as well as the full Board of Directors and the Company Secretary (unless, exceptionally, it would be inappropriate to do so) and any additional nominated recipients such as Committee Advisors.

6.3. In the event that Minutes are not to be circulated to the full Committee or Board of Directors for approval, they should be approved by the Committee Chair or Chair of the relevant meeting.

7. Engagement with shareholders

The Chair of the Committee should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

8.1. regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;

8.2. give full consideration to succession planning for Directors and other senior executives who report to the CEO in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future;

8.3. keep under review 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;

8.4. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;

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

8.6. 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. Where a vacancy or a potential skills gap has been identified, the Committee should develop robust and transparent appointment criteria. In identifying suitable candidates the Committee shall:

8.6.1. use open advertising or the services of external advisers to facilitate the search;
8.6.2. consider candidates from a wide range of backgrounds; and
8.6.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.

8.7. for the appointment of a Chair, the Committee should prepare a job specification, including the time commitment expected. A 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;

8.8. prior to the appointment of a Director, 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;

8.9. 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;

8.10. review the results of the Board performance evaluation process that relate to the composition of the Board;

8.11. review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties; and

8.12. work and liaise as necessary with all other board committees.

8.13. keep visibility of succession planning for the senior leadership team reporting to the Chief Executive Officer

The Committee shall also make recommendations to the Board concerning:

8.14. any changes needed to the succession planning process if assessment indicates the desired outcomes have not been achieved;

8.15. suitable candidates as new directors and succession for existing directors;

8.16. membership of the Audit & Risk Committee and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chair of those Committees;

8.17. 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 knowledge, skills and experience required;

8.18. 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;

8.19. 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

8.20. the appointment of any Director to Executive or other office.

9. Reporting responsibilities

9.1. the Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities; and

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

9.3. The Committee shall produce a report to be included in the Company's Annual Report describing the work of the Committee, including (if not described elsewhere):

9.3.1. the process used in relation to appointments, approach to succession planning and how both support the development of a diverse pipeline;

9.3.2. how board evaluation or effectiveness review has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors (if applicable) and actions taken;

9.3.3. how diversity and inclusion is taken into consideration in appointments and succession planning; and

9.3.4. gender balance of those in senior management team and their direct reports.

9.4. If an external search consultancy has been engaged, it should be identified in the Annual Report alongside a statement about any other connection it has with the company or individual directors.

10. Other matters

The Committee shall:

10.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;

10.2. 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;

10.3. give due consideration to applicable laws, regulations and rules, including the AIM Rules and QCA Code, the requirements of the London Stock Exchange and the UK Listing Authority, as appropriate; and

10.4. arrange for periodic reviews of its own performance and, at least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11. Authority

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