



Nomination Committee (the “Committee”)
Terms of Reference

Bunzl plc (the “Company”)

1. Membership

- 1.1 The Committee shall normally consist of the Chairman and the non-executive directors. A majority of members of the Committee shall be independent non-executive directors.
- 1.2 Appointments to the Committee shall be made by the Board of the Company (the “Board”) on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for additional three-year periods, provided members continue to be independent.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Director of Group HR and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 The Board shall appoint the Committee Chair who shall be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or an appointed delegee, 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 appointment of their successor.

2. Secretary

The Company Secretary, or their appointed delegee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members.

4. Frequency of meetings

The Committee shall meet at least two times a 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 the Committee’s 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 five 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.

6. Minutes of meetings

- 6.1 The Secretary of the Committee, or their appointed delegee, shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Directors shall declare the existence of any conflicts of interest at the beginning of each meeting and the Secretary of the Committee, or their appointed delegee, shall ensure that said declarations are included in the minutes of the meeting.
- 6.3 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, exceptionally, it would be inappropriate to do so.

7. Engagement with shareholders

The Committee Chair or, in their absence an appointed delegee, should attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair and, when called upon, the Senior Independent Director should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. Duties

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 ensure plans are in place for orderly succession to Board and senior management¹ positions, and oversee the development of a diverse pipeline for succession, 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 Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- 8.4 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise having considered candidates with relevant experience from a wide range of backgrounds;

¹ For the purpose of these Terms of Reference, "senior management" means the first layer of management below Board level, including the Company Secretary.



8.5 before nominating an individual for appointment 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 and the time commitment expected;

In identifying suitable candidates, the Committee shall seek to:

- use open advertising or the services of external advisers to facilitate the search;
- consider candidates from a wide range of backgrounds; and
- consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position;

8.6 before nominating an individual for appointment by the Board, review any interests the individual may have which conflict or may conflict with the interests of the Company, determine whether any such conflict or potential conflict should prevent the Committee from recommending such individual for appointment by the Board and, if not, to make recommendations to the Board as to whether such conflict or potential conflict should be authorised (including any terms and conditions on which such authorisation should be granted);

8.7 prior to the appointment of a director, review any other significant time commitments they may have and, should their appointment be successful, any additional future commitments should not be undertaken without prior approval of the Board;

8.8 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;

8.9 review the results of the board performance evaluation process that relate to the composition of the Board and succession planning;

8.10 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;

8.11 work and liaise as necessary with other Board committees;

8.12 approve the appointment of any senior executive who is to report directly to the Chief Executive Officer and review annually a succession planning presentation in relation to the Company's key management; and

8.13 the Committee shall also make recommendations to the Board concerning:

- any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;



- the appointment of suitable candidates as new directors and succession for existing directors;
- membership of the Audit and Remuneration committees, and any other Board committees as appropriate, in consultation with the Chair of those committees;
- the re-appointment of non-executive directors 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;
- the re-election by shareholders of directors under the annual re-election provisions of the Financial Reporting Council's UK Corporate Governance Code 2024 (the "Code") or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as a whole; and
- 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.

9. Reporting responsibilities

Unless expressly addressed by a separate Board Committee or by the Board itself, the Committee shall:

- 9.1 report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken;
- 9.2 make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary; and
- 9.3 produce a report to be included in the Company's annual report and accounts (the "Annual Report") in line with the requirements of the Code, including:
 - the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - how the board performance review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken, and how it has or will influence board composition; and



- the gender balance of those in the senior management and their direct reports.

The Committee shall provide an explanation in the Annual Report if neither an external search consultancy nor open advertising has been used in the appointment of a Chairman or a non-executive director. Where an external search consultancy has been used, the Committee shall identify such consultancy including any connections 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 advice and 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 all relevant laws and regulations, the provisions of the Code and published guidance, the requirements of the Financial Conduct Authority's (the "FCA's") UK Listing Rules, Prospectus Regulation Rules, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- 10.4 ensure that an annual review of the Committee's performance is carried out and that such review is externally facilitated at least once every three years;
- 10.5 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;
- 10.6 make available these Terms of Reference; and
- 10.7 describe its work in a distinct section of the Annual Report.

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 these Terms of Reference.

Approved by the Board on 11 December 2024