EENERGY GROUP PLC

NOMINATION COMMITTEE TERMS OF REFERENCE

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EENERGY GROUP PLC

(the "Company")

Nomination Committee: Terms of Reference

The nomination committee (the "**Nomination Committee**") has been established as a board committee by the resolution of the board of directors of the Company (the "**Board**") to lead the process for Board appointments and make recommendations to the Board.

1. **Membership**

1.1 The members of the Nomination Committee shall be appointed by the Board from amongst the non-executive directors.

1.2 The Nomination Committee shall have at least two members. The majority of the members shall be independent non-executive directors who are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.

1.3 The Nomination Committee's chairman (the "**Chairman**"), who shall be either an independent non-executive director or the chairman of the Board, shall be appointed by the Board. The Board shall determine how long the Chairman shall hold office.

1.4 The Chairman shall not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship.

1.5 In the absence of the Chairman or an appointed deputy at any meeting of the Nomination Committee, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

1.6 Appointments to the Nomination Committee shall be for a period of up to three years, which may be extended for two further three year periods provided the director remains independent and continues to meet the criteria for membership of the Nomination Committee.

1.7 If a member is unable to act for any reason, the Chairman may appoint another non-executive director as an additional member, provided always that the majority of members of the Nomination Committee are independent and otherwise meet the criteria described in paragraph 1.2.

1.8 The members of the Nomination Committee can be varied at any time by a majority resolution of the existing members of the Nomination Committee save that the majority of the Nomination Committee must remain independent and non-executive directors.

2. **Secretary**

2.1 The secretary of the Nomination Committee (the "**Secretary**") shall be the Company Secretary or such other person as the Nomination Committee may appoint and will

ensure the Nomination Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

2.2 The Secretary will also act as a co-ordinating intermediary between the Board and the Nomination Committee.

2.3 In the absence of the Secretary, the members present at the meeting of the Nomination Committee shall elect another person as the secretary.

3. **Attendance at meeting**

3.1 Only the members of the Nomination Committee have the right to attend meetings of the Nomination Committee. However the Nomination Committee may invite any person it thinks appropriate to join the members of the Nomination Committee at its meetings.

3.2 The Chairman shall attend the Company's annual general meeting and shall be prepared to respond to any shareholder questions on the Nomination Committee and its activities and responsibilities.

4. **Frequency and conduct of meetings**

4.1 The Nomination Committee shall hold at least one meeting each year to consider whether the Board's membership is appropriate to meet the needs of the Company. The meeting shall be convened by the Secretary, as agreed by the members of the Committee.

4.2 At least 21 days' notice of any meeting of the Nomination Committee shall be given, although such notice period may be waived or shortened with the written consent of all of the members of the Nomination Committee for the time being. Notice of the meeting shall confirm the venue, time and date, together with an agenda of items to be discussed. Notice shall be sent to each member of the Nomination Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Nomination Committee members and to other attendees, as appropriate, at the same time.

4.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

4.4 Any member may validly participate in a meeting of the Nomination Committee through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. All business transacted in such manner by the Nomination Committee shall for the purposes of these terms of reference be deemed to be validly and effectively transacted at a meeting of the Nomination Committee notwithstanding that a quorum of members is not physically present in the same place. Such a meeting shall be deemed to take place where the largest group of

those participating is assembled or, if there is no such group, where the Chairman of the meeting is.

5. **Voting arrangements**

5.1 Each member of the Nomination Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Nomination Committee.

5.2 If a matter that is considered by the Nomination Committee is one where a member of the Nomination Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.

5.3 Save where, because of a personal interest he is not permitted to vote on any matter under consideration, in the case of an equality of votes for and against any matter being considered by the Nomination Committee the Chairman will have a casting vote.

5.4 All decisions of the Nomination Committee shall be formally reported to the Board by the Chairman. The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and shall compile a report on its activities to be included in the Company's annual report.

5.5 The recommendations of the Nomination Committee must be approved by the Board before they can be implemented.

6. **Authority**

6.1 The Nomination Committee is authorised by the Board to:

(a) investigate any activity within its terms of reference;

(b) obtain any information it requires from any employee or director of the Company, in order to perform its duties; and

(c) obtain, at the Company's expense, outside legal or other independent professional advice on any matter within its terms of reference.

6.2 A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions vested in or exercisable by the Nomination Committee.

7. **Duties**

7.1 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, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, the Committee must have regard (among other matters) to:

(a) the likely consequences of any decision in the long term;

(b) the interests of the Company's employees;

(c) the need to foster the Company's business relationships with suppliers, customers and others;

(d) the impact of the Company's operations on the community and the environment;

(e) the desirability of the Company maintaining a reputation for high standards of business conduct; and

(f) the need to act fairly as between the members of the Company.

7.2 The duties of the Nomination Committee shall be:

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

(b) to give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company and its future direction, and the skills and expertise which may therefore be needed on the Board in the future;

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

(d) before any appointment is made to the Board, to 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. In identifying suitable candidates, the Nomination Committee shall:

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

(ii) consider candidates from a wide range of backgrounds; and

(iii) 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;

(e) prior to the appointment of a director, to ensure that the proposed appointee is required to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest;

(f) for the appointment of a chairman to the Board, to prepare a job specification, including the time commitment expected. A proposed chairman’s other significant commitments shall be disclosed to the Board before appointment

and any changes to the chairman's commitments shall be reported to the Board as they arise;

(g) to keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

(h) to keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(i) to review annually the time commitment 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;

(j) to 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;

(k) to have due regard to any relevant legal requirements, the provisions and recommendations in the UK Corporate Governance Code, the QCA Corporate Governance Code for Small and Mid-Size Quoted Companies, the Pensions and Lifetime Savings Association Corporate Governance Policy and Voting Guidelines and the AIM Rules for Companies and associated guidance;

(l) to review the results of the Board performance evaluation process that relate to the composition of the Board;

(m) to make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is needed;

(n) to consider such other topics, as may be requested by the Board;

(o) to make available its terms of reference explaining clearly its role and the authority delegated to it by the Board;

(p) to make a statement in the Company's annual report about the activities of the Nomination Committee, the process used to make appointments, including external advice taken or open advertising used and, where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether such agency has any connection with the Company. The report should include a statement of the Board's policy on diversity including gender, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives;

(q) to annually review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board for approval; and

(r) work and liaise as necessary with other Board Committees.

7.3 The Nomination Committee shall have access to sufficient resources in order to carry out its duties including access to the Company Secretary for assistance as required.

8. **Recommendation to the Board**

The Nomination Committee shall be responsible for making recommendations to the Board concerning:

(a) formulating plans for succession for both executive and non-executive directors and, in particular, for the key roles of chairman of the Board and chief executive;

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

(c) membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chairmen of those committees;

(d) the re-appointment of any non-executive director at the conclusion of their specified term of office, 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;

(e) 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);

(f) 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

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

9. **Training**

The Nomination Committee shall be provided with appropriate and timely training both in the form of an induction programme for new members and on an on-going basis for all members.

10. **Minutes**

10.1 The proceedings and resolutions of the meetings of the Nomination Committee, including the names of those present and in attendance, shall be minuted by the Secretary.

10.2 If any member of the Nomination Committee has or could have a direct or indirect personal interest in any matter to be considered by the Nomination Committee, the

member concerned shall declare that interest to the meeting at the outset of the meeting and such interest shall be recorded in the minutes of the meeting.

10.3 The Secretary shall circulate the draft minutes of each meeting of the Nomination Committee to all committee members and, once agreed, to all members of the Board (unless a conflict of interest exists).

11. **Procedure**

Subject to the constitutional documents of the Company and these terms of reference, the Committee shall determine its own procedures.

These terms of reference were approved and adopted by the Board on 25 June 2026.

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Chairman of the Board