

Terms of Reference: Nomination Committee

Approved by the Board of Directors on 2 September 2024

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References herein to the “Company” shall mean Apax Global Alpha Limited, a company incorporated in the Bailiwick of Guernsey with registered number 59939 and having its ordinary shares admitted to trading on the Premium Segment of the Main Market, the market of that name operated by the London Stock Exchange.

1. Composition and Meetings of the Nomination Committee

- 1.1. The Nomination Committee (the "**Committee**") shall comprise of all the independent non-executive directors of the Company.
- 1.2. Members of the Committee shall be independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Committee member's judgement.
- 1.3. The Chairman of the board (the "**Board**") may be the chairman of the Committee, if he or she was considered independent on appointment.
- 1.4. If any member of the Committee is unable to act for any reason, the chairman of the Committee may appoint any other independent non-executive director of the Company to act as his or her alternate.
- 1.5. The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. In the absence of the chairman of the Committee or should the performance of the chairman of the Committee or his succession planning be considered, the remaining members shall elect one of their number to chair the meeting.
- 1.6. Aztec Financial Services (Guernsey) Limited (the "**Administrator**") (or his or her nominee) shall be the secretary of the Committee.
- 1.7. The quorum for meetings of the Committee is any two of its members.
- 1.8. No one other than a Committee member is entitled to attend meetings of the Committee but others may attend by invitation.
- 1.9. Meetings of the Committee are to be held at least once a year at appropriate times in the reporting and audit cycle of the Company and otherwise as required. The Committee may meet otherwise as required by the chairman of the Committee or the chairman of the Board.
- 1.10. Any of the Committee members may request a meeting of the Committee if he or she considers it necessary, to be arranged by the Administrator.

2. Remuneration

- 2.1. The remuneration of the Committee and its chairman shall be determined by the Board or (if appointed) its remuneration committee, and shall be set out in their letters of appointment.
- 2.2. The members of the Committee may be paid a fee of above the base fee for a non-executive director (subject to the deduction of appropriate withholdings as prescribed by law) commencing on the date of appointment as chairman, to be calculated on a pro-rata basis.

3. Authorisations

The Committee is authorised by the Board:

- 3.1. to investigate any activity within its terms of reference;
- 3.2. to obtain any information it requires from any employee or any service provider (to the extent applicable) of the Company or a member of its group and to call any employee or any service provider to be questioned at a meeting of the Committee as and when required (and all employees and service providers are directed to co-operate with any request made by the Committee);
- 3.3. to obtain, at the Company's expense, such legal or other independent professional advice as it deems necessary to fulfil its responsibilities; and
- 3.4. to secure the attendance of other persons at its meetings if it considers this necessary.

4. Duties of the Committee

The duties of the Committee are to:

- 4.1. regularly review the structure, size and composition (including the skills, knowledge, experience, independence and diversity) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 4.2. give full consideration to succession planning for directors 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 in the future;
- 4.3. be responsible for identifying and nominating for the approval of the Board candidates to fill board vacancies as and when they arise;
- 4.4. to review all Directors' external appointments annually and to confirm to the Board whether it considers that any of the Directors' external appointments, and changes to workload within existing external appointments, impairs any of the Directors' effectiveness as a director of the Company;
- 4.5. before making an appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 4.5.1. consider the merits of using open advertising or the services of external advisers to facilitate the search;
 - 4.5.2. consider candidates from a wide range of backgrounds; and
 - 4.5.3. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position and with due regard to the benefits of diversity and inclusion on the Board.
- 4.6. keep under review the Board leadership needs of the Company, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- 4.7. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 4.8. ensure that on appointment to the Board, the 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;
- 4.9. carry out an annual assessment and evaluation of the performance of each of the non-executive directors of the Company. The performance evaluation should assess all aspects of each individual's performance in exercising their role(s) as:
 - 4.9.1. a non-executive director;
 - 4.9.2. a chair of any Board committees;
 - 4.9.3. a chairman of the Company; and
 - 4.9.4. any other relevant office of the Company.

The Committee shall also make recommendations to the Board concerning:

- 4.10. plans for succession for directors and in particular for the key role of chairman of the Company;
- 4.11. membership of the Board committees as appropriate, in consultation with the chairman of those committees;
- 4.12. the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of incorporation having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required; and
- 4.13. any matters relating to the continuation in office of any director at any time.

Notwithstanding the above duties of the Committee, the Committee shall also take note of any new strategic issues or commercial changes affecting the Company and the market in which it operates, and which shall be considered by the Board of Directors of the Company from time to time.

5. REPORTING RESPONSIBILITIES

- 5.1. The Committee Chairman shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities and take into account any matters within its terms of reference that may be brought to its attention by the Board.
- 5.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed including recommendations on suitable non-executive directors for the role of senior independent director (the "**SID**").
- 5.3. The Committee shall produce a report to be included in the annual report about its activities over the course of the year and the process used to make appointments, explaining whether external advice or open advertising has been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
- 5.4. The report referred to in 4.3 above shall include:
 - 5.4.1. 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; and
 - 5.4.2. a statement on how the board evaluation had been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken and how it has or will influence board composition.

6. Board Evaluation

The Committee shall support the Chairman, the SID and the Board if required, in:

- 6.1. Assisting the chairman of the Board with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its committees, including consideration of balance of skills, experience, independence and knowledge of Company, its diversity, including, but not limited to gender, social and ethnic backgrounds, how the Board works together as a unit, and other factors relevant to the Board's effectiveness;
- 6.2. Assisting the chairman of the Board with considering having a regular externally facilitated board evaluation, in line with the recommendations of the AIC Code of Corporate Governance;
- 6.3. Reviewing the results of the Board performance evaluation process that relate to the composition of the Board;
- 6.4. Reviewing the results of the performance evaluation of the Committee; and
- 6.5. Reviewing annually the time required from non-executive directors, including the chairman and the SID. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.

7. Other Matters

The Committee shall:

- 7.1. have access to sufficient resources to carry out its duties, including access to the Administrator for assistance as required;
- 7.2. 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;
- 7.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the AIC Code of Corporate Governance and the requirements of the UK Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 7.4. make available to shareholders, upon request, and on the Company's website, a copy of this terms of reference and any amendments to it.

8. Committee Chairman

The Committee Chairman shall:

- 8.1. report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, including:
 - 8.1.1. on how the Committee has discharged its responsibilities;
 - 8.1.2. the significant issues the Committee has considered in relation to the succession planning and, if any, how these were addressed;
 - 8.1.3. the Committee's assessment of the effectiveness of the external evaluation process;
 - 8.1.4. any other issues to which the Board has requested the Committee's opinion.
- 8.2. attend the Company's annual general meeting and be prepared to answer shareholders' questions on the Committee's activities.

9. Administrator

The Administrator shall:

- 9.1. minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance;
- 9.2. ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and
- 9.3. promptly circulate minutes of Committee meetings to all members of the Committee and once agreed, to all members of the Board, unless a conflict of interest exists.