

Nomination & Governance Committee

Terms of Reference

The Board of Taylor Wimpey plc will monitor the effectiveness of these Terms of Reference and the Nomination & Governance Committee will review the Terms of Reference annually.

Approved by:

Board of Taylor Wimpey plc

Last reviewed: 3 March 2026

1. Constitution and Purpose

- 1.1 The Board of Directors (the **Board**) of Taylor Wimpey plc (the **Company**) has established a Nomination & Governance Committee (the **Committee**).
- 1.2 These terms of reference formalise the Committee's roles and responsibilities under the authority delegated to it by the Board.
- 1.3 The Committee's purpose is to:
- (i) Ensure that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board, its committees and other senior offices in the Company.
 - (ii) Keep the Board's corporate governance arrangements under review and to ensure that both the Company and the Board operate in a manner consistent with corporate governance best practice.

2. Membership

Members

- 2.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Committee.
- 2.2 The Committee shall be made up of at least three members, the majority of whom shall be independent Non Executive Directors.
- 2.3 Subject to the normal annual re-election of Directors at the Company's AGM, appointments to the Committee shall be for an initial period of up to three years, which may be extended for a further three-year period at the discretion of the Committee and/or Board, provided the Director continues to meet the criteria for membership of the Committee. At the conclusion of their second three-year term the Committee and/or Board shall, if considered appropriate, re-appoint for a one-year term repeated until the end of their nine-year term.

Chair

- 2.4 The Committee Chair will be appointed by the Board and 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 their number to chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
- 2.5 The Committee Chair should be available, if required, to attend the Company's Annual General Meeting to answer shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with relevant stakeholders on significant matters related to the Committee's areas of responsibility, if required.

3. Meetings and Administration

Committee Secretary

- 3.1 The Group General Counsel and Company Secretary or their nominee will be the Committee Secretary and shall attend each meeting.
- 3.2 The Committee Secretary shall provide all necessary support to the Committee, including drawing up an agenda for each meeting in accordance with the Committee's Annual Plan, ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the relevant issues and minuting meetings.

Frequency of Meetings

- 3.3 The Committee must meet at least three times a year and otherwise as required for the Committee to fulfil its duties.

Notice of Meetings

- 3.4 Committee meetings shall be called by the Committee Secretary at the request of the Committee Chair or any Committee Member.
- 3.5 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date (and dial-in details, if required) together with an agenda of items to be discussed, shall be provided to each Committee member, any other person required to attend and all other Non Executive Directors, no later than seven calendar days before the date of the meeting. Supporting papers shall be made available to Committee members, and to other attendees as appropriate, at the same time.

Quorum

- 3.6 A quorum of the Committee is two members, both of whom must be independent Non Executive Directors, present in person or by audio or video conference.
- 3.7 A duly convened Committee meeting 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.

Attendance at Meetings

- 3.8 Only Committee members have the right to attend and vote at Committee meetings. The Committee may, however, invite non-members to attend as guests for all or part of a meeting, including other Board members, members of management, and any advisers appointed by the Company. The Committee may request that non-members withdraw from any part of a meeting.
- 3.9 Members may attend Committee meetings in person, via video or telephone.
- 3.10 Committee members must declare any conflicts of interest at the beginning of each meeting.

Minutes of Meetings

- 3.11 The Committee Secretary shall be responsible for minuting Committee meeting proceedings and circulating the minutes to Committee members. The minutes will be made available via a secure portal to Committee members and, where appropriate, to other attendees.

4. Duties and Responsibilities

Senior appointments and people initiatives

The Committee will:

- 4.1 Regularly review the structure, size, diversity and composition (including the skills, knowledge and experience) 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 and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, the diversity of the Board and what skills, backgrounds and expertise are therefore needed on the Board in the future, including producing a written succession plan based on merit and objective criteria and promoting diversity, inclusion and equal opportunity.
- 4.3 Make recommendations to the Board if the Committee assesses that desired succession planning outcomes are not being achieved.

- 4.4 Be responsible for identifying and nominating for the Board's approval candidates to fill Board vacancies as and when they arise.
- 4.5 Before an appointment is made by the Board, evaluate the balance of skills, knowledge, diversity and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. When identifying and interviewing suitable candidates, the 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, promoting diversity, inclusion and equal opportunity.
 - (iii) Consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- 4.6 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.
- 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 Review annually the time required from Non Executive Directors and bear this in mind when identifying and nominating candidates for the approval of the Board. Performance evaluation should be used to assess whether the Non Executive Directors are spending enough time to fulfil their duties.
- 4.9 Review and make whatever recommendations to the Board it deems appropriate in relation to a Director's request for permission for an additional external appointment, taking into account the Director's current time commitments.
- 4.10 Keep under review the Equality, Diversity & Inclusion Policy, and work with Human Resources in setting and meeting diversity objectives and strategies for the Company as a whole, and monitoring the impact of diversity initiatives.
- 4.11 Assess the diversity balance of those in the Group Management Team and their direct reports to ensure a diverse pipeline for succession.
- 4.12 Ensure that on appointment to the Board: (i) all newly-appointed directors receive a full, formal and tailored induction on joining the Board and (ii) 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.
- 4.13 Review the ongoing training and development of Board members to ensure they are adequately trained.
- 4.14 Work and liaise as necessary with the other Board committees.

Corporate Governance

The Committee will:

- 4.15 Report to the Board on the Company's corporate governance practices and procedures to ensure they, and their development and implementation, remain appropriate for the Company and reflect best practice principles.
- 4.16 Review and make recommendations to the Board at least once a year on any changes to the documents and policies within the corporate governance framework, including its constitutional documents and Board committees' Terms of Reference.
- 4.17 Monitor the content of the Conflicts of Interest Register annually and confirm to the Board that there are no entries where a conflict or perceived conflict of interest cannot be managed.

- 4.18 Monitor, and require Directors and proposed appointees to the Board to disclose, (i) any conflict, or possible conflict, with the interests of the Company; and (ii) significant commitments, with an indication of the time involved.
- 4.19 Approve the process for the annual appraisal of the Board and its Committees. This should include a review of the competencies and experience requirements for membership to ensure that each committee has the appropriate levels of skills and knowledge to be effective in discharging its duties. A periodic review of the action plan should be undertaken to monitor progress.
- 4.20 Review the Company's AGM resolutions and recommend them to the Board for approval.
- 4.21 Review and recommend to the Board the Corporate Governance report for inclusion in the Annual Report and Accounts.
- 4.22 Make recommendations to the Board concerning the application of the provisions of the UK Corporate Governance Code 2024 and all applicable laws and regulations, including the Companies Act 2006, the Market Abuse Regulation (MAR) and the requirements of the UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook, as appropriate.
- 4.23 Review, on an annual basis, its own performance against these Terms of Reference and best practice.

Recommendations to the Board

The Committee will make recommendations to the Board on the following matters:

- 4.24 Succession plans for Executive and Non Executive Directors and in particular for the key roles of Chair and Chief Executive (but see 4.31 below).
- 4.25 Suitable candidates for the role of Senior Independent Director.
- 4.26 Membership of the Audit, Remuneration and Disclosure Committees, in consultation with the chairs of those committees.
- 4.27 The independence of Non Executive Directors and each individual's ability to perform their duties independently without undue influence from other persons, the number of responsibilities and the consequent call on the time of the individual concerned.
- 4.28 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 the knowledge, skills and experience required. Non Executive Directors will initially be appointed for two three-year terms. At the conclusion of their second three-year term the Committee shall, if considered appropriate, re-appoint for a one-year term repeated until the end of their nine-year term.
- 4.29 The re-election by shareholders of any Director under 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.
- 4.30 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.
- 4.31 The appointment of any Director to executive or other office other than to the positions of Chair and Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

5. Reporting

The Committee will:

- 5.1 Report to the Board on the key activities covered at each meeting. This will usually be in the form of a verbal report from the Committee Chair at the next Board meeting or via circulation of the Committee's minutes.
- 5.2 Review and approve for recommendation to the Board a Nomination & Governance Committee Report which includes the following statements: (i) about its activities (ii) about the process used to make appointments (iii) about how board performance reviews were conducted (iv) about the policy on diversity and inclusion (v) about the gender balance of those in senior management and their direct reports and (vi) explaining if external advice or open advertising has not been used. If an external consultancy has been engaged, it should be identified in the Annual Report and Accounts alongside a statement about any other connection it has with the Company or individual Directors.

6. Authority

The Committee is authorised to:

- 6.1 Seek any information it requires to perform its duties from any employee.
- 6.2 Consult independent experts when considered necessary to carry out its duties.
- 6.3 Call any employee to be questioned by the Committee at one of its meetings, as and when required.
- 6.4 Access sufficient resources to carry out its duties, including having access to the Company Secretariat for assistance as required.
- 6.5 Receive appropriate and timely training, both in the form of an induction programme for new Committee members and on an ongoing basis for all members.
- 6.6 Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.7 Engage, via the Committee Chair, with shareholders on significant matters relating to its areas of responsibility.

The Committee does not have authority to:

- 6.8 Commit the Board to the implementation of any recommendations it has made to the Board. In addition, the Committee is not responsible for supervising the performance of management and does not become involved in day-to day operations or management functions and decision making.