

NOMINATION COMMITTEE

Terms of Reference

3 May 2024

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1. Constitution

- 1.1. The Board of Directors (the “Board”) of Learning Technologies Group plc (the ‘Company’) has reviewed and confirmed the establishment of a Committee of the Board to be known as the Nomination Committee (the ‘Committee’) in accordance with these Terms of Reference.
- 1.2. The Committee may sub-delegate any or all of its powers and authority to one or more of its members or to the Company Secretary (or their nominee), including, without limitation, the establishment of sub-committees which are to report back to the Committee.

2. Purpose

- 2.1. To lead the process for all Board appointments, and to deal with succession planning for the Board and other senior management positions.

3. Membership

- 3.1. The Committee shall comprise the Chair of the Board and all non-executive directors appointed by the Board. A majority of members shall be independent Non-Executive Directors.
- 3.2. The Chair of the Board shall be the Committee Chair. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the Chair of the Board. 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 who would qualify under these Terms of Reference to be appointed to that position by the Board.
- 3.3. Only members of the Committee shall have the right to attend Committee meetings. However, other individuals, including but not limited to, the Chief Executive, the Chief Financial Officer, the General Counsel and Company Secretary, and external advisers, may be invited to attend all or any part of any meeting as and when deemed appropriate and necessary.

4. Secretary

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

5. Quorum

- 5.1. The quorum for the transaction of business shall be two including the Chair of the Committee (except when his or her successor is being considered).

6. Duties

- 6.1. The duties of the Committee are set out below.

7. Appointments

The Committee shall:

- 7.1. Identify candidates to fill Board vacancies that will be presented to the Board for approval.
- 7.2. Ensure that a fair and consistent process is followed for all Board appointments and review and agree the role specification for Board appointments at the start of the process.
- 7.3. Promote diversity gender, social and ethnic backgrounds, cognitive and personal strengths taking into account the challenges and opportunities facing the Company, the skills and expertise needed on the Board in the future.
- 7.4. 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. In identifying suitable candidates, the Committee shall

- 7.5. Use open advertising or the services of external advisers to facilitate the search.
- 7.6. Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board.
- 7.7. 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
- 7.8. Ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out the key terms, including time commitment, committee service and involvement outside of Board meetings.
- 7.9. Make recommendations for appropriate training for executive and non-executive directors.

8. Succession Planning

- 8.1. Engage in succession planning for the Board and other senior management positions.
- 8.2. Consider the risks, challenges, and opportunities applicable to the Group, and the skills, expertise and leadership required in the future.

9. Board Evaluation

The Committee shall:

- 9.1. Review the results of the Board performance evaluation process relating to the composition of the Board (taking into consideration the balance of skills, experience and knowledge required), succession planning and how Board members work together to achieve objectives.

10. Recommendations

The Committee shall also make recommendations to the Board concerning:

- 10.1. Succession plans for executive and non-executive directors.
- 10.2. Suitable candidates for the role of Senior Independent Director.
- 10.3. Membership of the Audit and Remuneration Committees in consultation with the Chairs of those Committees.
- 10.4. The re-appointment of any non-executive directors at the conclusion of their specified term of office having given due regard to their independence, performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required.
- 10.5. Any matters relating to the continuation in office of any Board 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.
- 10.6. The Committee will regularly review its Terms of Reference and present any proposed changes to the Board for consideration and approval.

11. Frequency of meetings

- 11.1. The Committee shall meet formally at least once a year and otherwise as required.

12. Notice of meetings

12.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.

12.2. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, any other person required to attend, no later than two working days before the date of the meeting. Supporting papers shall be sent to Committee members, other attendees, and other members of the Board, as appropriate, at the same time unless a conflict of interests has been identified in which case the relevant materials will be redacted and not shared with the conflicted director.

13. Minutes of meetings

13.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings.

13.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, exceptionally, in the opinion of the Committee Chair it would be inappropriate to do so. Where a conflict of interests has been identified, the relevant minute will be redacted and not shared with the conflicted director.

13.3. Approved copies of the minutes of meetings of the Committee shall be maintained for the Company's records.

14. Support for the Committee

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

14.2. The Committee is authorised by the Board, at the Company's expense, to engage independent search consultants and external legal or other professional advisers with relevant experience and expertise if it considers it necessary be made available for Board discussion when necessary.

15. Engagement with shareholders

15.1. The Committee Chair will engage with shareholders including at the Annual General Meeting and on matters within the scope of the Committee's Terms of Reference.

15.2. The terms of reference of the Committee, explaining its role and the authority delegated to it by the Board, shall be made available on the Company's website.

Approved by the Board

3 May 2024