

**NOMINATION COMMITTEE TERMS OF REFERENCE**

**1. TERMS OF REFERENCE**

- 1.1 The Nomination Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of *Jet2 plc* (the “**Company**”), from which it derives its authority and to which it regularly reports. In these terms of reference, the “**Group**” means the Company and its subsidiaries from time to time.

**2. CONSTITUTION**

- 2.1 The Committee is constituted as a committee of the Board who will determine its composition, duties and terms of reference.

**3. MEMBERSHIP**

- 3.1 Members of the Committee shall be appointed by the Board and shall comprise at least three independent non-executive directors.
- 3.2 The Board shall appoint the Committee chairman who shall be an independent non-executive director. In the absence of the Committee chairman 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 A quorum shall be any two members of the Committee.

**4. ATTENDANCE AT MEETINGS**

- 4.1 The Committee will meet at least two times a year and may meet at other times during the year as agreed between the members of the Committee or as required.
- 4.2 Only members of the Committee have the right to attend Committee meetings. However, other directors and other individuals (including representatives of external advisers) may be invited to attend for all or part of any meeting, as and when appropriate in the opinion of the Committee’s chairman.
- 4.3 The Company Secretary or his or her nominee shall be 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 all issues.

**5. NOTICE OF MEETINGS**

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of the Committee chairman or any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall (unless otherwise agreed) be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.
- 5.3 Meetings of the Committee may be conducted when the members are physically present or in the form of either a video or audio conference.
- 5.4 Notices, agendas and supporting papers can be sent in electronic form where the recipient

has agreed to receive documents in such a way.

## **6. REPORTING**

- 6.1 The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance, shall be minuted by the Company Secretary or his or her nominee.
- 6.2 Draft minutes of each meeting will be circulated promptly to all members of the Committee to enable full and proper consideration to be given to any of the issues raised. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless, in the opinion of the Committee chairman, it would be inappropriate to do so. The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities at the next Board meeting.

## **7. ENGAGEMENT WITH SHAREHOLDERS**

- 7.1 The Committee chairman shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

## **8. DUTIES AND TERMS OF REFERENCE**

- 8.1 The Committee should carry out the duties below for the Company and the Group as appropriate.
- 8.2 The Committee shall:
- (a) Ensure that there is a formal, rigorous and transparent procedure for appointments to the board;
  - (b) regularly review the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the board and its committees, taking account of the Company's strategic priorities and make recommendations to the board with regard to any changes that are deemed necessary;
  - (c) 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, and what skills and expertise are therefore needed on the board in the future;
  - (d) be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
  - (e) before an 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:
    - (i) use open advertising or the services of external advisers to facilitate the search;
    - (ii) consider candidates from a wide range of backgrounds;
    - (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;
  - (f) 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;

- (g) keep under review the leadership needs of the Group, relating both to the board and senior management, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- (h) keep up to date and fully informed about strategic and commercial issues and priorities and factors affecting the long-term success and future viability of the company and the market in which it operates;
- (i) review the results of the board performance evaluation process that relate to the composition of the board;
- (j) review annually the time required from non-executive directors;
- (k) 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; and
- (l) work and liaise as necessary with other board committees.

8.3 The Committee shall also make 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 Chairperson and Chief Executive;
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the Audit and Risk 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 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;
- (e) 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 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.

8.4 To consider such other matters as may be requested by the board of directors.

## **9. VOTING ARRANGEMENTS**

9.1 Each member of the 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 Committee.

9.2 If a matter that is considered by the Committee is one where a member of the Committee,

either directly or indirectly, has a personal interest; that member shall not be permitted to vote at the meeting.

- 9.3 Save where he has a personal interest, the chairman of the Committee will have a casting vote.

**10. AUTHORITY**

10.1 A duly convened meeting of the Committee 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.

10.2 The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the company's expense, legal or professional advice on any matter within its terms of reference.

10.3 The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

**11. GENERAL MATTERS**

11.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11.2 The Committee shall 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 of directors for approval.

11.3 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.

11.4 The Committee shall give due consideration to all laws and regulations as appropriate.