



Wise plc

("the Company")

Terms of Reference for Group Nomination Committee

as approved and adopted by the Board of Directors of the Company on 18 June 2021.

1 Purpose

The Nomination Committee is established as a committee of the Board. The Nomination Committee is vested with the authority, powers and duties set out in these Terms of Reference.

In these Terms of Reference, reference to:

"**Board**" shall mean the Board of Directors.

"**Code**" shall mean the UK Corporate Governance Code, as amended.

"**Committee**" shall mean the Nomination Committee.

"**Committee Chair**" shall mean the chair of the Committee.

"**Committee Secretary**" or "**Secretary**" shall mean the secretary of the Committee.

"**Company**" shall mean Wise plc.

"**Group**" shall mean the Company together with its subsidiary undertakings from time to time.

2 Membership

2.1 The Committee shall comprise at least three members. A majority of the members of the Committee shall be independent non-executive directors. If the Board decides that a member of the Committee is no longer independent, and, as a result, a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee.

2.2 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the members still meet the criteria for membership of the Committee.

- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive officer, the head of human resources and external advisers may be invited to attend all or part of any meeting, as and when appropriate.
- 2.4 The Board shall appoint the Committee Chair who 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 themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. 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.

3 Secretary

- 3.1 The Company Secretary or their nominee shall act as the Committee Secretary and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4 Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members of the Committee both of whom must be independent non-executive directors. 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.

5 Frequency of meetings

- 5.1 The Committee shall meet at least once a year and otherwise as required to carry out the duties of the Committee.

6 Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary at the request of the Committee chair or any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.
- 6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7 Minutes of meetings

- 7.1 The Committee Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 7.2 The Secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist in relation to a particular member of the Committee on any particular issue, then such member of the Committee shall not participate or vote on the issue that gave rise to such a conflict of interest.
- 7.3 Draft minutes of Committee meetings shall be circulated promptly by the Secretary to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and (if relevant) the Company secretary unless, in the opinion of the Committee Chair, it would be inappropriate to do so.
- 7.4

8 Engagement with shareholders

- 8.1 The Committee Chair should attend the annual general meeting of the Company to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9 Duties

- 9.1 The Committee should have oversight of the Group as a whole and , unless required otherwise by regulation, carry out the duties below for the Group as a whole.
- 9.2 The Committee shall:
 - 9.2.1 regularly review the structure, size and composition (including the balance of skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
 - 9.2.2 consider the length of service of the Board as a whole so that the membership of the Board is regularly refreshed;
 - 9.2.3 ensure that appointments and succession plans are based on merit and objective criteria and within that context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
 - 9.2.4 ensure that plans are in place for an orderly succession to Board and senior management positions and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and skills and expertise needed on the Board in the future;

- 9.2.5 take an active role, working with human resources, in setting and meeting diversity objectives and strategies for the Company as a whole, and monitoring the impact of diversity initiatives;
- 9.2.6 take into account diversity of personal attributes in order to ensure the Board is comprised of individuals who display a range of perspectives;
- 9.2.7 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;
- 9.2.8 keep up to date and fully informed about strategic issues and commercial changes affecting the long-term success and future viability of the Company and the market in which it operates;
- 9.2.9 be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 9.2.10 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 and the time commitment expected. In identifying suitable candidates, the Committee shall:
 - i. use open advertising and/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, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position;
- 9.2.11 prior to the appointment of a director, other significant commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board before appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board;
- 9.2.12 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;
- 9.2.13 ensure, in conjunction with the Chairman of the Board, that new directors receive a full, formal and tailored induction;

- 9.2.14 review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning;
 - 9.2.15 review annually the time 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;
 - 9.2.16 work and liaise as necessary with all other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly;
 - 9.2.17 consider and review the Board's policy on diversity of the Board, including gender, any measurable objectives that the Board has set for implementing the policy and progress on achieving those objectives.
- 9.3 The Committee shall also make recommendations to the Board concerning
- 9.3.1 formulating plans for succession for both executive directors and non-executive directors and in particular for the key roles of chairman and chief executive officer;
 - 9.3.2 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
 - 9.3.3 suitable candidates as new directors and succession for existing directors;
 - 9.3.4 membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the chair of those committees;
 - 9.3.5 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;
 - 9.3.6 the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success, in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of the individual directors, the chair and the Board as a whole;
 - 9.3.7 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
 - 9.3.8 the appointment of any director to executive or other office.

10 Reporting Responsibilities

- 10.1 The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 10.3 The Committee shall produce a report to be included in the Company's annual report describing the work of the Committee, including:
 - 10.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - 10.3.2 how the Board evaluation has 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;
 - 10.3.3 the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving those objectives; and
 - 10.3.4 the gender balance of those in the senior management and their direct reports;
- 10.4 Where an external search agency has been used in relation to appointments of the Board chair and non-executive directors, it should be identified in the annual report alongside a statement made as to whether it has any connection with the Company or individual directors.

11 Other Matters

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 11.2 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;
- 11.3 give due consideration to all relevant laws and regulations, including the general duties of directors set out in the Companies Act 2006, the provisions of the Code and associated guidance and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules Sourcebook and the Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate;

- 11.4 ensure that a periodic evaluation of the Committee's own performance is carried out; and
- 11.5 at least annually, review the Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12 Authority

The Committee is authorised by the Board to:

- 12.1 obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- 12.2 secure the attendance of other persons at its meetings, as and when considered necessary and appropriate; and
- 12.3 obtain the advice and assistance of any of the Company's senior management provided their role in providing such advice and assistance is clearly separated from their role within the business.