



**ASOS PLC**  
**(the "Company")**

**TERMS OF REFERENCE - NOMINATION COMMITTEE**

The Nomination Committee ("the Committee") is a committee of the Board of Director of ASOS Plc (the "Board"), from which it derives its authority and to which it regularly reports.

**1. Membership**

- 1.1 The Committee shall comprise at least three members, each of whom shall be appointed by the Board. The majority of members of the Committee shall be independent non-executive directors of the Company.
- 1.2 Only members of the Committee have the right to attend Committee meetings. Other individuals (i.e. the Chief Executive or Chief People Officer) and external advisors may be invited to attend the meeting, in whole or in part where it is deemed appropriate or their attendance is required, although they will withdraw for confidential sessions.
- 1.3 Appointments to the Committee are made by the Board and shall be for a period of three years, extendable by no more than two additional three-year periods, as long as the criterion for membership of the Committee is continued.
- 1.4 The Board shall appoint the Chair of the Committee (the "Committee Chair"), who should either be the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair the present members shall elect one of themselves to chair the meeting. The Chair of the Board shall not chair the committee when the committee is dealing with the matter of succession of the Company Chair.

**2. Secretary**

The Company Secretary, or other person nominated by the Company Secretary, shall be the Secretary of the Committee and shall be invited to attend meetings. They will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

**3. Quorum**

The quorum necessary for the transaction of business shall be two, 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.



#### **4. Meetings**

- 4.1 The Committee shall meet formally at least once a year and such other times as the Committee Chair may require.
- 4.2 Any member may participate in a meeting of the Committee by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the Committee in accordance with these terms of reference can accordingly be made or taken even if no persons participating are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the head office is located.

#### **5. Notice of Meetings**

- 5.1 A meeting of the Committee may be called by the Company Secretary at the request of the Committee Chair or any of its members.
- 5.2 Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items for discussion, shall be forwarded to each member of the Committee, any other person required to attend, at least 3 working days prior to the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

#### **6. Minutes**

- 6.1 The Secretary shall keep appropriate records of all meetings of the Committee as well as minutes of the proceedings and all decisions made.
- 6.2 Draft minutes of the meetings shall be circulated promptly to all members of the Committee. Once approved, minutes shall be available to all other members of the Board on request to the Company Secretary unless it would be inappropriate to do so.

#### **7. Engagement with shareholders**

- 7.1 The Committee Chair should attend the Annual General Meeting 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.

#### **8. Duties**

The Committee should carry out the duties below for the parent company, subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:



- 8.1 regularly review the structure, size and composition (including the skills, experience and knowledge) of the Board and its Committees and make recommendations to the Board with regard to any changes;
- 8.2 give full consideration to succession planning for all directors and other senior executives of the Company who directly report to any director (the “**Senior Executives**”), taking into account the challenges and opportunities facing the Company, the leadership needs of the organisation and the skills and expertise needed on the Board and amongst the Senior Executives in the future, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 8.3 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.
- 8.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the markets in which it operates;
- 8.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.6 before any appointment or change is recommended by the Committee to the Board or made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - 8.6.1 use open advertising or the services of external advisers to facilitate the search;
  - 8.6.2 consider candidates from a wide range of backgrounds;
  - 8.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, social and ethnic backgrounds, and personal strengths, taking care that appointees have enough time available to devote to the position;
- 8.7 for the appointment of the Chair, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair’s other significant time commitments and business interests should be established by the Committee and disclosed to the Board before the appointment and any changes to the Chair’s commitments or interests should be similarly established by the Committee and reported to the Board as they arise;
- 8.8 prior to the appointment of a director, other significant time 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 prior to appointment and any future business interests that could result in conflict of interest must not be undertaken without prior authorisation of the Board;

- 8.9 ensure that on appointment the Board, and 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;
- 8.10 review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning;
- 8.11 review annually the time required from non-executive directors to perform their duties for the Company, to assess whether the non-executive Directors are spending enough time to fulfil their duties.
- 8.12 work and liaise as necessary with all other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

The Committee shall also make recommendations to the Board, as and when appropriate or required, concerning:

- 8.13 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have been not been achieved;
- 8.14 suitable candidates as new directors and succession for existing directors;
- 8.15 membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chair of those committees;
- 8.16 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;
- 8.17 the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code, currently adopted by the Company, 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 knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as a whole;
- 8.18 any matters relating to the continuation on 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;
- 8.19 the appointment of any director to executive or other office in the Company.

## 9. Reporting Responsibilities

- 9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on the content of its discussion, recommendations and actions to be taken.
- 9.2 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.
- 9.3 The Committee shall produce a report to be included in the Company's annual report about its activities, including:
  - 9.3.1 the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline
  - 9.3.2 how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors (if applicable), the outcomes and actions taken, and how it has influenced or will influence board composition
  - 9.3.3 the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives, and
  - 9.3.4 the gender balance and diversity of those in the senior management team and their direct reports.
- 9.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.

## 10. Other Matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 10.2 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;
- 10.3 give due consideration to laws and regulations, the provisions of Corporate Governance Code, and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate;
- 10.4 arrange for periodic reviews of its own performance and, at least annually, 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 for approval.



## 11. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.