BLOOMSBURY PUBLISHING PLC

Nomination Committee Terms of Reference

Approved by the Board on 8 September 2026

1. Constitution and authority

1.1 The Nomination Committee (the "**Committee**") is constituted as a committee of the Board of Directors (the "**Board**") of Bloomsbury Publishing Plc (the "**Company**") in accordance with the Articles of Association of the Company.

1.2 The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these Terms of Reference.

1.3 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. Membership

2.1 The Committee shall comprise at least three Directors and a majority of the members of the Committee shall be independent Non-Executive Directors. The Committee shall be no more than five Directors.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as Executive Directors, Company employees and external advisers may attend all or part of any meeting, as and when appropriate and necessary, at the invitation of the Chair of the Committee.

2.3 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 such periods as the Committee may determine, provided the Director still meets the criteria for membership of the Committee.

2.4 The Board shall appoint the Chair of the Committee who should be in the first instance, the Deputy Chair of the Board and Senior Independent Director (SID), unless it decides to appoint another independent Non-Executive Director. In the absence of the Chair of the Committee 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. An independent Non-Executive Director (other than the Deputy Chair of the Board and SID) shall chair the Committee when it is dealing with the appointment of a successor to the Deputy Chair of the Board and SID.

3. Secretary

3.1 The Company Secretary or their nominee shall act as the secretary of the Committee.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be determined by the Chair of the Committee, but shall be at least three and shall include the Executive Chair.

5. Frequency of meetings

5.1 The Committee shall meet at least once a year and otherwise as required.

6. Notice of meetings

6.1 Meetings of the Committee shall be called by the Company Secretary at the request of the Chair of the Committee 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 in advance of the meeting. The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration of the issues.

7. Minutes of meetings

7.1 The Company Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 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 the Chair of the Committee considers it would be inappropriate to do so.

8. Annual General Meeting

8.1 The Chair of the Committee should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities and to seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9. Duties

9.1 The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate. The Committee shall:

9.1.1 regularly review the structure, size and composition (including the skills, knowledge, experience, independence and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary or desirable, taking into account the Company's strategic and commercial priorities, the main trends and factors affecting the long-term success of the Company, the results of the annual Board performance review process, and any applicable corporate governance rules or codes;

9.1.2 ensure effective plans are in place for orderly succession to the Board and senior management positions[1], and oversee the development of a diverse pipeline for succession, taking into account the leadership needs of the Company (both Executive and Non-Executive) in the context of the challenges and opportunities facing the Company;

9.1.3 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;

9.1.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

9.1.5 make recommendations to the Board on the Board's policy on Boardroom diversity and inclusion;

9.1.6 oversee the Company's diversity policies and strategies, and monitor the impact of diversity initiatives;

9.1.7 lead the process for Board appointments and ensure there is a formal, rigorous and transparent procedure for appointments to the Board; this shall include being responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

9.1.8 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:

9.1.8.1 generally use open advertising or the services of external advisers to facilitate the search;

9.1.8.2 consider candidates from a wide range of backgrounds; and

9.1.8.3 consider candidates on merit and against objective criteria;

9.1.8.4 have due regard to the benefits of diversity of skills, educational background, professional and industry experience, and other personal characteristics (including but not limited to gender and ethnicity) on the Board, with a view to promoting diversity, inclusion and equal opportunity within the context of ensuring that appointments and succession plans are based on merit and objective criteria.

[1] The definition of senior management for this purpose is the executive committee (including the Company Secretary), being the first layer of management below board level.

9.1.9 for the appointment of a Chair or a Deputy Chair/SID, prepare a job specification, including an assessment of the time commitment expected. A proposed candidate's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's or a Deputy Chair/SID's commitments should be reported to the Board as they arise and included in the next annual report;

9.1.10 prior to the appointment of a Director, ensure that other significant time commitments are disclosed, that appointees have sufficient time to devote to the position and that any future commitments should not be undertaken without prior approval of the Board. The proposed appointee should 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 a conflict of interest must not be undertaken without prior authorisation from the Board;

9.1.11 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;

9.1.12 review the results of the Board performance review process to include reviewing the composition and diversity of the Board and its Committees (taking into consideration the balance of skills, experience and knowledge required), succession planning, and how effectively Board members work together to achieve objectives;

9.1.13 review annually the time required from Non-Executive Directors and the number of external appointments held. Individual performance evaluation should be used to assess whether each Director is spending enough time to fulfil their duties and continuing to contribute effectively; and

9.1.14 ensure that all new appointees undertake an appropriate and tailored induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company, the markets in which it operates and their duties and responsibilities as a Director, in order to assist them to contribute effectively to the discussions of the Board and Committee meetings.

9.2 The Committee shall also make recommendations to the Board regarding the following matters:

9.2.1 plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Executive Chair/Chair, Deputy Chair, Senior Independent Director and Chief Executive (as applicable);

9.2.2 any changes that may be deemed appropriate to the roles and responsibilities of the Executive Chair /Chair and Deputy Chair and SID and/or any future split of roles and responsibilities between a Chief Executive and an Executive Chair;

9.2.3 in the event that it is deemed appropriate to appoint a separate Senior Independent Director, suitable candidates for the role of Senior Independent Director

9.2.4 membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chairs of those Committees;

9.2.5 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 light of the knowledge, skills and experience required;

9.2.6 the standing for re-election by shareholders of any Board Director under the annual re-election provisions of the UK Corporate Governance Code (the "**Code**") (the recommendation for which would be considered at a meeting of the Board), having due regard to each Board Director's performance 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 Board Directors, the Chairperson of the Board and the Board as a whole;

9.2.7 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;

9.2.8 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.

10. Reporting responsibilities

10.1 The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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 where necessary.

10.3 The Committee shall produce a report to be included in the Company's annual report about its activities, including:

10.3.1 the appointment process it has used for new Board members, its approach to succession planning and how both support the development a diverse pipeline;

10.3.2 whether external search consultants were engaged to assist in the identification of candidates, the name of the agency together with a statement about any connection that the consultants have with the Company or individual Directors;

10.3.3 how the Board performance review 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 the Board's composition. Where the Board performance review has been externally facilitated, the name of the firm and a description of the process should be reported;

10.3.4 the Company's policy and any initiatives on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented, and progress on achieving the objectives; and

10.3.5 the gender balance of those in senior management and their direct reports.

11. Other matters

11.1 The Committee shall:

11.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;

11.1.2 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;

11.1.3 arrange, at least annually, for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval;

11.1.4 work and liaise as necessary with all other Board Committees, ensuring the interaction between Board Committees and with the Board is reviewed regularly; and

11.1.5 be 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. The costs of such consultants shall be in accordance with the policy agreed by the Board.

11.2 The term "Executive Director(s)" as used in these Terms of Reference means Executive Directors of the Plc Board, as recorded at Companies House.