

PPHE Hotel Group Limited
(the “Company”)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

This revision was approved and adopted by the Board of Directors of the Company (the “Board”) on
3 December 2025.

These Terms of Reference for the Nomination Committee (the “Terms”) have been amended to follow the Financial Reporting Council’s UK Corporate Governance Code 2024 (the “Code”) and Financial Reporting Council’s Corporate Governance Code Guidance 2024 (the “Guidance”). These Terms set out the roles, tasks and responsibilities of the Nomination Committee (the “Committee”) and replace any previous terms of reference for the Committee as of the date listed above.

1. Committee Membership, Attendance and Meetings

- 1.1. *Membership.* The Committee shall be appointed by the Board and shall consist of at least three members, the majority of whom shall be independent non-executive directors of the Company. Membership and chair of the Committee, shall have due regard to the value of ensuring that the Committee membership is refreshed and that undue reliance is not placed on particular individuals.
- 1.2. *Term of Appointment.* Members of the Committee shall be appointed by the Board for a period of three years. Such appointment may then be extended for up to two additional three-year periods, provided the director continues to meet the criteria for membership of the Committee.
- 1.3. *Chair of the Committee.* The Board shall appoint the Committee chair who should be either the chair of the Board or an independent non-executive director. The Board shall determine the period for which the chair of the Committee shall hold office. In the absence of the chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair any meeting of the Committee from those who would qualify under these Terms to be appointed to that position by the Board.
- 1.4. *Frequency of Meetings.* The Committee shall meet at least twice a year and at such other times as the chair of the Committee shall require. Meetings should be organised so that attendance is maximised.
- 1.5. *Quorum.* The quorum shall be two members, both of whom must be independent non-executive directors, present in person or by audio or video conference or such other electronic facility as to enable all participants to hear one another and to be able to communicate with one another. 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. Meetings of the Committee may be conducted when the members are physically present or in the form of either video or audio conferences.
- 1.6. *Attendance.* Only members of the Committee shall have the right to attend and vote at Committee meetings. Other individuals such as the Co-Chief Executive Officer and the Chief Corporate & Legal Officer may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 1.7. *Secretary.* The Company Secretary or their nominee shall act as the secretary of the Committee (collectively the “**Secretary**”) and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues. The Secretary shall also act as a co-ordinating intermediary between the Board and the Committee and shall keep a record of the membership of the Committee and the dates of changes to the membership.
- 1.8. *Calling of Meetings.* Meetings of the Committee shall be summoned by the Secretary at the request of the Committee chair or any of its members.

- 1.9. *Notice of Meeting.* Unless otherwise agreed, notice of each meeting shall include the meeting agenda and specify the venue, time and date. Such notice shall be provided to each Committee member, and any other person invited or required to attend and all other non-executive directors of the Company, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, no fewer than five days prior to the date of the meeting unless sent on shorter notice with the approval of the Committee chair.
- 1.10. *Minutes.* The Secretary shall minute the proceedings and resolutions of all Committee meetings (including the names of those present and in attendance) and shall ensure the Committee is properly constituted and advised. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 1.11. *Circulating the Minutes.* Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless, exceptionally, in the opinion of the chair of the Committee, it would be inappropriate to do so.
- 1.12. *Voting.* Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a committee meeting (whether in person or by audio or video conference or such other electronic facility as to enable all participants to hear one another and to be able to communicate with one another. Votes cannot be cast in absentia or by proxy.
- 1.13. *Conflicts of Interest.* As necessary to effectuate good governance, members may not vote on any matter in which they themselves, or any other member of the Committee, considers the member to have a direct or indirect personal interest. The chair of the Committee may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them. The chair of the Board should not chair the Committee when it is dealing with the appointment of their successor.

2. Duties of the Committee

- 2.1. *Purpose of the Committee.* The Committee shall lead the process for appointments, ensuring plans are in place for orderly succession to both the Board and senior management positions and oversee the development of a diverse pipeline for succession.
- 2.2. *Review of the Board Composition.* In carrying out its purpose, as stated in Clause 2.1 above, with respect to Board appointments and succession planning, the Committee shall:
- 2.2.1. regularly review the structure, size and composition of the Board and recommend any changes as it deems appropriate. In reviewing the Board composition, due consideration should be given to the skills, knowledge, experience, diversity and succession plans for the Board;
 - 2.2.2. keep up to date and fully informed about strategic and significant changes affecting the Company and the market in which it operates;
 - 2.2.3. maintain the Board diversity policy and monitor the effectiveness of the policy at promoting diversity at the Board level, within the senior leadership and pipeline; and
 - 2.2.4. ensure a proper procedure is in place whereby any changes to the directors' commitments are notified to the Board as they arise and external directorships of Board directors is notified to the Board and reviewed to ensure each Director has sufficient time to carry out the role.
- 2.3. *Succession Planning.* The Committee shall carry out its purpose, as stated in Clause 2.1 above, taking into account the challenges and opportunities facing the Company, and the skills and experiences needed in the future, and in doing so shall:
- 2.3.1. give full consideration to succession planning for directors in the course of its work; and

- 2.3.2. satisfy itself that plans are in place for orderly succession for appointments to the Board and senior management positions, and oversee the development of a diverse pipeline for succession.
- 2.4. *Reviewing Succession Plans.* To ensure succession planning remains relevant and up to date, the Committee shall periodically make recommendations to the Board on:
 - 2.4.1. the chair of the Board, having assessed every three years whether the present incumbent shall continue in post, taking into account the need for continuity versus freshness of approach;
 - 2.4.2. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chair of the Board and Chief Executive;
 - 2.4.3. suitable candidates for the role of senior independent director; and
 - 2.4.4. membership of the Audit and Remuneration Committees, in consultation with the chairs of those committees.
- 2.5. *Assessing the Needs of the Board.* Prior to nominating a prospective member of the Board, the Committee shall evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of their evaluation, prepare a description of the role and capabilities required for a particular appointment. The Committee shall review the most recent Board evaluation when considering the needs of the Board.
- 2.6. *Nominations to the Board.* The Committee shall be responsible for identifying and nominating for the consideration of the Board candidates from a wide range of backgrounds to fill board vacancies as and when they arise.
- 2.7. *Candidates for Nomination.* In identifying suitable candidates the Committee shall:
 - 2.7.1. consider candidates on the basis of merit, suitability for the role, availability and time commitment, and giving due consideration to the benefits of diversity in accordance with the Board Diversity Policy; and
 - 2.7.2. use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search.
- 2.8. *External Appointments and Other Commitments.* The Committee shall ensure that, prior to appointment, the candidate's significant commitments are disclosed to the Board with an indication of the time involved. Additional external appointments should not be undertaken without prior approval of the Board, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship in a FTSE 100 company or other significant appointment.
- 2.9. *Letter of Appointment.* The Committee shall be charged with ensuring that all directors receive formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service, involvement outside board meetings and the induction process, upon appointment.
- 2.10. *Nominations for Chair of the Board.* When seeking an appointment of chair of the Board, the Committee shall prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. The Committee shall ensure that any recommendation to consider the appointment to the position of chair of the Board shall only be considered at a meeting of the full Board. In considering the appointment of the chair, the Board may have regard to, but not necessarily act in accordance with, a recommendation from the Committee.

- 2.11. *Nominations for Executive Directors and Other Senior Management Positions.* The Committee shall ensure the continued ability of the organisation to compete effectively in the marketplace when seeking an appointment to an executive director seat and senior management. The Committee shall ensure that any recommendation to consider the appointment to the position of the Chief Executive Officer shall only be considered at a meeting of the full Board. In considering the appointment of the Chief Executive Officer, the Board may have regard to, but not necessarily act in accordance with, a recommendation from the Committee.
- 2.12. *Nominations for Re-appointment.* Upon the recommendation of the Committee, and the agreement by the Board, all Board members shall stand for (re-)election at the Annual General Meeting and shall provide the shareholders with a summary of the skills, performance, ability, contribution, succession planning, tenure and any relevant considerations leading to the recommendation to (re-)elect each Board member presented for (re-)election at the Annual General Meeting.

3. Performance Review

- 3.1. *Board Performance Review.* The Committee shall assist the chair of the Board with the implementation of an annual performance review, which shall be externally facilitated every third year, to assess the overall and individual performance and effectiveness of the Board and its committees.
- 3.2. *Committee Performance Review.* The Committee shall carry out its own annual review of its effectiveness and performance as a Committee, taking into account the most recent annual Board assessment, the needs of the Company, these Terms, the Code and the Guidance.

4. Induction and Training

- 4.1. *Induction Programme.* The Committee shall ensure that all new directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a director and consider any training requirements for the Board as a whole.

5. Conflicts of Interest

- 5.1. *Conflicts of Interest Policy.* The Committee shall act in accordance with the Company's Conflicts of Interest Policy and at all times take care to minimise the risk of any conflict of interest within the Committee that might be seen to give rise to an unacceptable influence.
- 5.2. *Disclosure and Monitoring of Conflicts of Interest.* The Committee shall
- 5.2.1. ensure that, prior to the appointment of a director, the proposed appointee is 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;
 - 5.2.2. consider and, if appropriate, authorise situational conflicts of interest of directors and potential directors; and
 - 5.2.3. keep under review potential conflicts of interests of directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers there to be necessary.

6. Engagement with Shareholders & Reporting Duties

- 6.1. *Engagement with Shareholders.* The chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.
- 6.2. *Engagement at the AGM.* The chair of the Committee (or in their absence another member of the Committee) shall attend the Company's Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

- 6.3. *Posting Terms.* The Committee shall make these Terms available to shareholders by placing them on the Company's website.
- 6.4. *Reporting to the Board.* The chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and the minutes of all meetings shall be included in the Board papers for a subsequent Board meeting.
- 6.5. *Recommendations to the Board.* The Committee shall make recommendations to the Board as it deems appropriate and in accordance with these Terms.
- 6.6. *Annual Reporting Duties.* The Committee shall produce a report to be included in the Company's annual report describing the work of the Committee, on the topics as outlined in the Code and any additional matters the Committee deems appropriate, taking into account the Guidance. 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.
- 6.7. *Recommendations on Executive Directors.* The Committee shall make recommendations to the Board on: 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.

7. Diversity

- 7.1. *Improving Gender Diversity.* The Committee shall oversee progress being made by the Company in improving women's representation at senior management level of the Company and among those employees who directly report to the senior management.
- 7.2. *Assessing Gender Diversity Actions.* The Committee shall at least annually review the Company's action plan in relation to the above and assess progress.
- 7.3. *Diversity of ethnicity:* The Committee shall report annually in line with the Financial Conduct Authority's (the "FCA") UK Listing Rules on the ethnicity of the Board and shall oversee the progress in ensuring that diverse backgrounds are represented on the Board in order to improve decision-making.
- 7.4. *Encouraging diversity equality and inclusion* The Committee shall have responsibility for overseeing the development and implementation of a Board diversity and inclusion policy, ensuring that appointments and succession plans promote diversity of gender, social and ethnic backgrounds, and cognitive and personal strengths.

8. Other Matters & Authority

- 8.1. *Access to Resources.* The Committee shall have access to sufficient resources, including adequate information (provided by the Board on a proactive as well as a reactive basis) in order to carry out its duties, including access to the Secretary for assistance as required.
- 8.2. *Review of these Terms.* The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and these Terms to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 8.3. *Compliance with Laws & Good Governance.* The Committee shall give due consideration to laws and regulations, the provisions of the Code and the requirements of the FCA's UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules as appropriate and to the extent applicable.
- 8.4. *Committee-to-Committee Working.* The Committee shall work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

- 8.5. *Request for Information from Employees.* The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties as well as to require the attendance at any of its meetings of any director or member of management. All employees are expected to cooperate with requests made by the Committee.
- 8.6. *External Advice.* In connection with its duties and the Terms herein, the Committee is authorised by the Board to: seek outside legal or other professional advice; commission any reports or surveys which it deems necessary to help fulfil its obligations, including engaging the services of search consultants; and secure the attendance of external advisers at its meetings; all at the Company's expense
- 8.7. *Ways of Working.* Subject to the constitutional documents of the Company, the Committee shall determine its own procedures to carry out the Terms set forth herein.