



Nomination Committee report



Nick Prest CBE
Chairman

The Nomination Committee is chaired by me and the other members are two independent Non-executive Directors, Jeff Perrin and Edward Lowe.

Key responsibilities

The Committee is appointed by the Board and its terms of reference are available on the Company's website (cohortplc.com). The Committee meets as required and no formal meeting was needed in the reporting year. The members of the Nominations Committee did, however, discuss the various matters for which the Committee is responsible in the course of other meetings and undertook work to support the Executive Directors in relation to appointments below Board level.

The key responsibilities of the Committee are:

- ▶ to regularly review the structure, size and composition of the Board (including the skills, knowledge, experience and diversity of the Board) and to make recommendations to the Board with regard to any changes;
- ▶ to keep the leadership needs of the organisation under review, including succession planning, in relation to both Executives and Non-executives, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- ▶ to be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise; and
- ▶ to undertake any work requested by the Board or Chief Executive to select or approve appointments below Board level.

Re-appointment of Directors

The Company's Articles of Association require any Director who has not been appointed or re-appointed at either of the two previous Annual General Meetings of the Company to retire, and for one third of the Directors to retire by rotation each year. Under Article 103.1.2 the requirement for one-third of the Directors to retire by rotation each year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not offer himself for re-election. This year, Stanley Carter is retiring with effect from the end of the AGM and is not offering himself for re-election. Edward Lowe, being eligible, offers himself for re-election at the 2022 AGM. The Board has considered the performance and commitment to the role of Edward Lowe and has recommended his re-election to the Board on the basis that his contribution is, and continues to be, important to the Company's long-term sustainable success.

Nick Prest CBE
Chair of the Nomination Committee