

1. Introduction

- 1.1 The Nomination Committee ("NomCo") has been established as a Sub-Committee of BDO LLP's Oversight Board ("OB").
- 1.2 The NomCo has the delegated authority of the OB in respect of the functions and powers set out in these Terms of Reference ("ToR").

2. Purpose and Objectives of the NomCo

- 2.1 The purpose of the NomCo is to:
 - to actively develop, implement and then keep under review succession plans for key roles within the firm (including Independent Non-Executives ("INEs"), Senior Partner pipeline, Managing Partner pipeline, OB appointments, Executive Board ("EB") appointments, appointments to Risk Oversight Committee ("ROC") / Audit Committee / Audit Board, Ethics Partner and any other Senior Leadership appointments referred to NomCo for their consideration); and
 - to consider appointment and extensions to the terms of appointment for each of those roles, setting and applying relevant criteria for each role to reflect the needs of the firm at that time.
- 2.2 In fulfilling its purpose, the NomCo shall give due consideration to:
 - upholding the integrity, brand and reputation of BDO;
 - balancing the interests of various stakeholders (employees, partners and clients of the firm, regulators and the public at large);
 - the Braganza duty (that is where the firm has a contractual discretion conferred by the Members' Agreement, the exercise of which may adversely affect the interests of an equity partner, then such discretion will be exercised honestly, rationally and for the purpose for which it was conferred and such discretion will not be exercised capriciously or unreasonably in dealing with equity partners);
 - the firm's purpose and values; and
 - the firm's obligations and commitments as a firm within the BDO Network.
- 2.3 The NomCo's objectives are to be aligned with BDO's purpose, vision and strategic goals.

3. Responsibilities

3.1 The NomCo's responsibilities are as follows:

- to ensure that the firm has a pipeline of credible candidates for key roles within the firm over a five to ten year time horizon; and
- to ensure that credible candidates are appointed to or elected to key roles;

3.2 In discharging these responsibilities NomCo shall:

- review five to ten year succession plans for key roles within the firm on at least an annual basis.
- set and then apply relevant criteria for appointments to the key roles;
- approve candidates standing for election to Senior Partner, Managing Partner and the elected members of the OB;
- approve appointments of the selected members of the OB, the Managing Partner's EB slate (and any proposed changes to that slate), appointments to Sub-Committees of the OB, Heads of Stream (if not members of the OB), INEs, COO, Finance Partner and Ethics Partner; and
- oversee the development of training and coaching programmes for members and possible future members of the OB and EB and potential candidates for any of the key roles.

3.3 The key roles in the firm are determined to be:

- INE;
- Senior Partner;
- Managing Partner;
- Ethics Partner;
- Finance Partner;
- Chief Operating Officer ("COO");
- Heads of Stream;
- OB members;
- EB members;

- appointments to Sub-Committees of the OB including the Risk Oversight Committee, Audit Committee and Nomination Committee; and

3.4 In addition NomCo will have the responsibility for other roles referred to it for consideration by OB or the EB.

4. Authority

4.1 These Terms of Reference have been approved by the NomCo and the OB

4.2 The NomCo and its members have duly delegated authority to carry out their responsibilities as set out in these Terms of Reference.

5. NomCo composition

5.1 The NomCo shall comprise:

- the Senior Partner;
- one of BDO LLP's INEs, selected by the SP by reference to relevant skills, knowledge and experience relating to the responsibilities falling within these ToR;
- the EB member responsible for Governance, Reputation and Legal ("GR&L") matters;
- two OB members – one of the selected members and one of the elected members, to be proposed by the Senior Partner and approved by the OB.

5.2 Members and attendees of the NomCo shall have appropriate knowledge, skills and expertise to fulfil their role.

5.3 Members of the NomCo, shall serve for their duration as members of the EB or OB or, in the case of the INE and the Senior Partner, for their period in office.

5.4 The INE shall chair the NomCo.

5.5 The relevant INE's responsibilities as Chair include:

- effective chairing of meetings of the NomCo;
- determining the agenda for those meetings;
- ensuring agenda items are consistent with the NomCo's responsibilities;
- ensuring that the NomCo's responsibilities are appropriately dealt with in scheduled meetings of the NomCo;
- reviewing the papers for each meeting, assuming they are received sufficiently in advance of the meeting;
- ensuring that the NomCo members receive accurate, timely and clear information;

- ensuring that all the NomCo members are involved in discussions and decision-making; and
- ensuring that the NomCo members are held to account for their actions in the NomCo action log.

5.6 In the anticipated absence of the INE, the Senior Partner shall nominate another member of the NomCo to be Chair. Such member shall not be a member of the Executive.

5.7 Members of the NomCo must uphold the highest standards of conduct, including respecting the confidential nature of matters discussed at meetings.

6. NomCo Secretary (“NomCoSec”)

6.1 The NomCoSec shall be Kirsty Want.

6.2 In the absence of the appointed NomCoSec, a suitable alternative will be supplied from the Governance team.

6.3 The role of the NomCoSec shall be to:

- organise meetings of the NomCo;
- collate papers for meetings of the NomCo;
- ensure that such papers adhere to the minimum standards for Oversight meetings set by the OB;
- take minutes of meetings of the NomCo;
- timeously produce a draft of such minutes and circulate to members of the NomCo for comment/approval prior to the next meeting of the NomCo; and
- maintain a log of actions arising from the NomCo meetings and, with support of the Chair, hold NomCo members to account for their completion.

Meetings

7. Scheduled meetings

7.1 The NomCo shall have scheduled meetings at least 3 times a year.

7.2 So far as scheduled meetings are concerned, the Chair will prepare the agenda which together with supporting papers will be circulated to members of the NomCo 3 days in advance of the meeting by way of Diligent.

- 7.3 A scheduled meeting of the NomCo shall be quorate when 50% of its members (excluding the Chair) are in attendance, either in person or remotely.
- 7.4 Where a matter is to be decided by the NomCo at a scheduled meeting, a vote shall be taken of NomCo members present as well as the votes cast by non-attending members who have given the Chair their mandate by email to vote in a particular way, and matters decided by a simple majority of the NomCo. Where there is a deadlock, the Chair shall have the casting vote.
- 7.5 The Chair can use their discretion as to whether a higher majority is required on a specific matter depending on the sensitivity or complexity of the matter being considered.

8. Ad hoc meetings

- 8.1 The Chair can call an ad hoc meeting of the NomCo at any time.
- 8.2 The Chair and NomCoSec shall ensure that an agenda and supporting papers are provided as soon as practicable prior to the meeting to ensure that members of the NomCo understand the matters to be discussed including whether a NomCo decision is required.
- 8.3 An ad hoc meeting of the NomCo shall be quorate when a majority of members are in attendance, either in person or remotely.
- 8.4 Where a matter is to be decided by the NomCo at an ad hoc meeting, a vote shall be taken of NomCo members present as well as the votes cast by non-attending members who have given the Chair their mandate by email to vote in a particular way, and matters decided by a simple majority of the NomCo. Where there is a deadlock, the Chair shall have the casting vote.
- 8.5 The Chair can use their discretion as to whether a higher majority is required on a specific matter depending on the sensitivity or complexity of the matter being considered.

9. Email meetings

- 9.1 The Chair can call a meeting to decide an issue by email.
- 9.2 The Chair and NomCoSec shall ensure that an agenda and supporting papers are provided as soon as practicable prior to the email meeting to ensure that members of the NomCo understand the matters to be discussed including whether a NomCo decision is required.
- 9.3 Where a matter is to be decided by the NomCo at an email meeting, a vote shall be taken of members and matters decided by a vote of 50% of members responding by the date notified by the Chair in the email calling the meeting.

10. Meetings generally

- 10.1 Members of the NomCo have the right to attend any meeting and receive the agenda and papers or in the case of an email meeting receive the agenda and papers.
- 10.2 Other individuals can attend a meeting of the NomCo in whole or in part by invitation of the Chair only.
- 10.3 Non-NomCo attendees at a meeting do not have any voting rights nor do they have the right to be heard save at the invitation of the Chair.
- 10.4 Subject to the office location of individual members of the NomCo, members of the NomCo should endeavour to attend meetings in person.
- 10.5 Members of the NomCo should declare any conflicts of interest at the commencement of the meeting and then recuse themselves from the discussion and/or vote on any matter relating to the conflict. Any such recusal will not impact the quoracy of the meeting and therefore the validity of any discussion and/or vote and the vote itself will still be determined based on a simple majority but calculated by reference to the non-conflicted members only.
- 10.6 In particular if a member of the NomCo is proposed to be either a selected, elected or appointed member of any of the OB, ROC, AC or AB they shall recuse themselves from both the discussion and vote on their proposed appointment.

11. NomCo effectiveness and evaluation

- 11.1 NomCo members who are partners are subject to their normal yearly performance evaluation. This evaluation shall include their effectiveness on the NomCo.
- 11.2 Feedback for the yearly performance evaluation on the effectiveness of each member of the NomCo will be provided by the Chair, following consultation with the Senior Partner, in advance of the NomCo member's performance review.
- 11.3 Feedback for the yearly performance evaluation on the effectiveness of the Chair will be provided by at least two NomCo members to the Senior Partner / Managing Partner.

12. General matters

- 12.1 The NomCo shall have access to all relevant BDO partners, staff and information to allow it to discharge its duties.
- 12.2 The NomCo shall have access to sufficient resources to carry out its duties and may seek any information it requires from employees or partners of the firm in order to perform its duties.

- 12.3 The NomCo shall, with the approval of the Partnership Council, engage independent professional advice where it judges this necessary in order to allow it to discharge its duties.
- 12.4 When considering a matter or making a decision, the NomCo shall give due regard to any relevant legal or regulatory requirements, as well as any guidance or best practice issued by relevant regulatory bodies.
- 12.5 In the event of a fundamental disagreement between NomCo members, the Chair shall notify the MP and the SP of the matter in dispute and discuss with them the potential steps to resolve the matter which may include discussing the matter and agreeing a way forward with the OB.

Approved by NomCo - February 2026

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