

# Nominations & Corporate Governance Committee

## Terms of Reference

(Approved by the Board on 12 December 2003 to take effect from 1 January 2004  
Last updated 13 December 2023)



The board of directors (the “Board”) of GSK plc (the “Company”) has established a committee of the Board known as the Nominations & Corporate Governance Committee (the “Committee”) in accordance with the principles of the UK Corporate Governance Code (the “Code”).

### Role

The Committee:

- reviews the structure, size and composition of the Board, the appointment of members to Board Committees and the appointment of Corporate Officers and makes recommendations to the Board as appropriate;
- plans and assesses orderly succession for Executive and Non-Executive Directors;
- reviews management's succession plan to ensure its adequacy;
- is responsible for reporting to the Board, overseeing and monitoring corporate governance arrangements and for making recommendations to the Board to ensure the Company's standards and arrangements are consistent with existing corporate governance standards and emerging best practice; and
- reviews the conflicts of interest of the Company's Directors and other officers.

### Current membership

Committee Chair	Sir Jonathan Symonds
Members	Charles Bancroft Dr Anne Beal Urs Rohner
In attendance as required – by invitation	Chief Executive Officer (“CEO”) Chief People Officer External advisers
Committee Secretary	Company Secretary

### Membership

1. The Committee shall comprise a minimum of three Directors, a majority of whom should be independent Non-Executive Directors as determined by the Board (in accordance with the principles and provisions of the Code). The members shall be appointed by the Board, in consultation with the Committee Chair.
2. The Committee Chair shall be appointed by the Board and must be either the Company Chair or an independent Non-Executive Director. The Company Chair shall not chair the Committee whilst it is dealing with the appointment of a successor for the Company Chair.
3. The Committee Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee in accordance with the principles and provisions of the Code. Appointments to the Committee shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members (other than the Company



Chair, if they are a member of the Committee) continue to be independent.

4. The Committee Chair and members of the Committee shall be identified in the Committee's Report to shareholders in the Annual Report.
5. All Non-Executive Directors will be invited to attend reviews of management's succession plans.

### Quorum

6. The quorum shall be two members, both of whom must be independent Non-Executive Directors.
7. In the absence of the Committee Chair or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting who must be an independent Non-Executive Director.

### Attendance at Meetings

8. Only members of the Committee have the right to attend Committee meetings. However, the CEO, the Head of Human Resources and, where relevant, appropriate external advisers, may attend for all or part of any meeting of the Committee by invitation, as and when appropriate.

### Committee Secretary

9. The Company Secretary shall be the Secretary to the Committee and shall be responsible for minuting the proceedings of all meetings of the Committee.

### Frequency of Meetings

10. The Committee shall meet at least twice a year with other meetings held as required.

### Shareholder Engagement

11. The Committee Chair shall attend the Company's Annual General Meeting and be prepared to respond to shareholder questions on the Committee's activities.
12. The Committee Chair shall seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

### Duties

13. ***Nominations & dismissals***

During their tenure, each of the Committee members shall consider their duties and responsibilities under section 172 of the Companies Act 2006 in performing their role. The Committee shall:

- (a) regularly review the structure, size and composition, including the skills, knowledge, independence, experience and diversity (including of gender, social and ethnic backgrounds, and cognitive and personal strengths) of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary, including the approval and



- adoption of a Board diversity policy, as appropriate;
- (b) maintain and apply a formal, rigorous and transparent procedure for Board appointments;
  - (c) evaluate the balance of skills, knowledge and experience on the Board before an appointment is made and, based on such evaluation, shall prepare a description of the role, capabilities and time commitment required for a particular appointment, including for the appointment of a Company Chair;
  - (d) keep under review the leadership needs of the Group, both executive and non-executive, with a view towards ensuring the continued ability of the Group to compete effectively in the marketplace;
  - (e) be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise. In identifying suitable candidates for any appointment, the Committee shall use open advertising and/or external advisers to facilitate the search, will consider candidates from a wide range of backgrounds and must consider candidates on merit and against objective criteria, considering their skills and expertise, having due regard to the benefits of diversity on the Board, including gender, social and ethnic backgrounds, and cognitive and personal strengths, and taking particular care to ensure that candidates have adequate time available to devote to the position;
  - (f) consider in respect of the Executive Directors and Corporate Officers:
    - i) proposals for their appointment, re-appointment or promotion (including the term of such appointment or re-appointment); and
    - ii) any proposal for their dismissal or non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment;
  - (g) consider proposals for the appointment, re-appointment (including the term of such appointment) or retirement of the Company Chair, Deputy Company Chair, Senior Independent Non-Executive Director and other Non-Executive Directors, having given due regard to their performance and ability to continue to contribute to the Board and the Company's long-term sustainable success, in the light of the knowledge, skills and experience required, the length of service of individual Directors and of the Board as a whole and the need for Board membership to be progressively refreshed;
  - (h) review annually the time required from Non-Executive Directors. The annual performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties. A proposed Director, including the Company Chair, should disclose other significant time commitments to the Board before appointment and any additional future commitments should not be undertaken without prior approval of the Board;
  - (i) make recommendations to the Board concerning:
    - i) suitable candidates for the role of Senior Independent Director;
    - ii) membership of the Audit & Risk Committee and Remuneration Committee, and any other Board Committees as appropriate, in consultation with the respective Chair of those Board Committees;



- iii) 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; and
- iv) the appointment of any Director to executive or other office;

(j) 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;

14. ***Succession planning***

- (a) review management's succession plan to ensure its adequacy, taking into account the challenges and opportunities facing the Company, and accordingly what skills and expertise will be needed on the Board and for Corporate Officers in the future;
- (b) review succession planning in the wider context of the Board and Corporate Officers as a whole, including associated risks, and it shall oversee the development of a diverse pipeline for succession, having regard to the skills and expertise required, diversity of gender, social and ethnic backgrounds and cognitive and personal strengths;

15. ***Board Committee membership***

- (a) recommend to the Board, after consultation with the respective Committee Chairs, appointments to Board Committees as necessary;
- (b) for both existing members of the Board and potential new appointments, the Committee will take into consideration other Non-Executive and Executive Director positions held to ensure the individual is able to allocate sufficient time to the role in question;

***Approval and Review of Situational Conflicts of Interest***

- 16. consider and, if appropriate, recommend the authorisation of situational conflicts of interest of directors or potential directors to the Board. The Committee shall review the authorisations that have been given from time to time, but at least annually. In addition, the Committee shall review any authorisation that has been given in light of any change in circumstances of which it becomes aware that may affect such authorisations;
- 17. shall consider for potential Non-Executive Directors, and recommend to the Board, whether the independence requirements set by the UK Code provisions, the US Securities and Exchange Commission and New York Stock Exchange are met;
- 18. Prior to the appointment of a Director, ensure that the proposed appointee is required to disclose any other business interests that may result in a conflict of interest or a significant time commitment. These must be authorised by the Board prior to appointment and any future business interests must not be undertaken without prior authorisation of the Board;
- 19. consider and, if appropriate, authorise related person transactions - transactions with directors, officers of the Company or, as defined in the Company's policy, other related persons. In addition, the Committee shall review, as appropriate, any authorisation that has been given in light of any change in circumstances of which it becomes aware that may affect such authorisations. The



Committee shall review the Company's policy on related party transactions including timing of authorisations and conformity of the policy with SEC reporting and stock exchange rules;

### ***Corporate Governance & Regulatory Developments***

20. report to the Board, oversee and monitor any relevant corporate governance, legal, or regulatory developments and best practice that may impact the Company and recommend any action or changes it considers necessary to the Board for approval;
21. report to the Board, oversee and monitor corporate governance arrangements and for making recommendations to the Board to ensure the Company's standards and arrangements are consistent with existing corporate governance standards and emerging best practice.

### Performance Appraisal & Review

22. The Committee shall review at least annually its own performance, 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.

### Resources and Training

23. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company's Secretary for assistance as required.
24. The Committee shall 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.

### Reporting Procedures

25. The Committee Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, unless the Committee Chair deems it inappropriate to do so, taking into account any conflicts of interest which may exist. The Committee Chair shall keep the Board informed of Committee activity and engage with the Board as appropriate on key decisions.
26. The Committee's Report on its activities to be included in the Company's Annual Report shall detail the process used to make appointments, approach to succession planning, and how both support the development of a diverse pipeline, and will explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company or individual Directors.
27. The Report referred to above should include a statement of the Board's policy on diversity and inclusion, any measurable objectives that it has set for implementing the policy, linkage to the Company's strategy and progress on achieving the objectives, as well as the gender balance of those in Senior Management and their direct reports.
28. The Report will include how the Board evaluation 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 composition and succession planning.

# Nominations & Corporate Governance Committee

## Terms of Reference



### Publication of Terms of Reference

29. These Terms of Reference shall be made available on the Company's website.