



Nominations & Governance Committee Terms of Reference

Issued December 2024



The Nominations & Governance Committee (“the Committee”) Terms of Reference should be read in conjunction with the Terms that Apply to All Committees of the Board of Haleon plc.

1. Chair	The Board Chair or an Independent Non-Executive director shall be appointed by the Board as Chair of the Committee. The Board Chair shall not chair the Committee when it is discussing the Chair’s succession or performance.
2. Meetings	There shall be a minimum of two Committee meetings a year.
3. Duties	
3.1	Board and Senior Management Composition and Succession Planning (a) Regularly review the structure, size and composition, including the skills, knowledge, experience and diversity (including of gender, social and ethnic backgrounds and cognitive and personal strengths) of the Board and its Committees and make recommendations to the Board regarding any changes. (b) Oversee the development of a diverse pipeline for succession to both the Board and senior management positions, considering the challenges and opportunities facing Haleon, the strategic priorities, the skills, expertise, and diversity needed in the future. (c) Review the leadership needs of the organisation, relating both to the Board and Senior Management, with a view to ensuring the continued ability of the organisation to deliver its purpose and strategy. (d) Assess the results of the Board performance evaluation process so far as it relates to the composition of the Board.
3.2	Appointments to the Board (a) Identify and nominate for approval by the Board candidates to fill Board and committee vacancies as and when they arise. Before any appointment is made, evaluate the balance of skills, knowledge, experience and diversity on the Board and prepare a description of the role and capabilities required and the time commitment expected. (b) Recommend to the Board the re-election by shareholders of all board directors under the annual re-election provisions of the UK Corporate Governance Code, taking into account the length of service of individual Directors, the Chair and the Board as a whole. Recommendations in relation to the Chair will consider the performance of the Chair led by the Senior Independent Director who will also provide feedback to the Chair. (c) Recommend to the Board the re-election by shareholders of all board directors under the annual re-election provisions of the UK Corporate Governance Code, taking into account the length of service of individual Directors, the Chair and the Board as a whole. Recommendations in relation to the Chair will consider the performance of the Chair led by the Senior Independent Director who will also provide feedback to the Chair. (d) Review and recommend to the Board 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 applicable law and the terms of their service. (e) Ensure proposed appointees disclose significant time commitments and understand they need Board approval for future external appointments. They should also disclose and obtain Board approval for any business interests that may cause conflicts, both before appointment and in the future. The Committee should

3.3	annually review time required from Non-Executive Directors, using the performance evaluation to assess if they're dedicating sufficient time to their duties. (f) 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. Governance (a) Monitor, consider and recommend changes to the Terms of Reference of the Board and any of its Committees and the Company's Corporate Governance Framework as are necessary to ensure the Company's continued compliance with applicable corporate governance standards, legal, regulatory and listing requirements and emerging best practice. (b) Review and recommend the Board Diversity and Inclusion Policy for Board approval. (c) Review and recommend the Company's Code of Conduct for Board approval. (d) Determine the appropriate mechanism for engaging with the Company's workforce and make recommendations to the Board. (e) Conduct an annual review of the Conflicts of Interest Register and review any disclosure relating to conflicts of interest to be made public. (f) Recommend the financial expert on the Audit & Risk Committee for Board approval. (g) Ensure an annual performance evaluation of the effectiveness of the Board, its Committees and the contribution of each Director, with the results being reported to the Board; such evaluation to be externally facilitated at least once every three years. Review progress against the action plans arising from the Board effectiveness review. (h) Oversee subsidiary governance and the application of the Subsidiary Governance Principles.
4. Reporting	(a) The Committee shall produce a report to be included in the Company's Annual Report and Accounts and Form 20-F describing the work of the Committee, including: (i) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline. If an external search consultancy has been engaged, it should be identified in the Annual Report and Accounts and Form 20-F alongside a statement about any other connection it has with the company or individual Directors; (ii) 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 influenced or will influence Board composition; (iii) the Board's policy on diversity and inclusion, its objectives and linkage to the Company's strategy, how it has been implemented and progress on achieving the objectives; and (iv) the gender balance of those in the senior management team and their direct reports.
Approved by the Board of Haleon plc on 4 December 2024.	

Terms that apply to all Committees

Issued December 2024



Chair

In the absence of the Committee Chair, the Committee members shall elect one of the Committee members present to chair the meeting.

The Committee Chair should attend the AGM to answer shareholder questions on the Committee's activities and should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility as appropriate.

The Committee Chair is responsible for maintaining a dialogue with key stakeholders involved in Haleon's governance, including the Board Chair, other Independent Non-Executive Directors, the Chief Executive Officer, the Chief Financial Officer, the Company Secretary and, where applicable, the external audit lead partner and/or internal audit.

Membership

The Committee shall comprise at least three members, all of whom shall be Independent Non-Executive Directors in accordance with the provisions of the UK Corporate Governance Code. Appointments to the Committee are made by the Board on the recommendation of the Nominations & Governance Committee.

Attendance

Only members of the Committee have the right to attend Committee meetings. Any other person may be invited to attend meetings on a regular basis or from time to time as determined by the Committee Chair and Company Secretary. The Committee may also meet without any executives of the Company being present.

Quorum

The Quorum for the Committee meetings shall be two Committee members.

Secretary

The Company Secretary, or their nominee, shall act as Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues, and will prepare minutes of the meeting.

Notice of Meetings

Members may attend a Committee meeting in person, via video or telephone. If required, matters may be approved by written resolution and approved electronically.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items and supporting papers to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, in a timely manner.

The Secretary shall ensure that a formal record of Committee proceedings and resolutions is maintained, and the minutes once approved by the Chair, shall be made available to all members of the Committee.

Meeting agendas are prepared by the Secretary of the Committee in collaboration with the relevant Committee Chair and contributors, as applicable.

Conflict of Interest

Each member of the Committee should consider whether they have any conflicts of interest prior to participating in meetings of the Committee and making decisions regarding the business of the Company. Any such conflicts must be declared and noted at the start of the meeting.

Delegation of Authority

The Committee shall sub-delegate certain matters to a sub-committee as required, from time to time.

Other Matters

The Committee shall:

- (a) Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook, the applicable listing standards of any US national securities exchange on which the Company's securities are listed, and any other applicable rules, as appropriate.
- (b) Report to the Board as soon as practicable on matters reviewed, making recommendations when requested or appropriate.
- (c) Ensure periodic reviews of its own performance and at least annually, and as required in response to any changes in regulation, regulatory guidance and developing best practice, review its 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.
- (d) Ensure appropriate training for its members, both in the form of an induction programme for new members and on an ongoing basis as discussed with the Committee.
- (e) Have access to sufficient resource and such information as it may require from any director, officer or employee of the Company to carry out its duties.
- (f) Take professional advice as necessary and in particular from the Company's external auditor, brokers and legal (at the Company's expense).
- (g) Conduct an evaluation of the Committee's performance as part of the annual Board Evaluation process.

Approved by the Board of Haleon plc on 4 December 2024.