

**GREGGS plc**  
**NOMINATIONS COMMITTEE**  
**TERMS OF REFERENCE**

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CONSTITUTION

1 The Board hereby resolves to amend the terms of reference of the Nominations Committee which will, with immediate effect, be constituted as follows:

MEMBERSHIP

2 The Committee will consist of not fewer than three directors, as shall from time to time be appointed by the Board, a majority of whom will be determined by the Board to be independent Non-Executive Directors of the Company, having regard to the UK Corporate Governance Code published by the Financial Reporting Council (the “Code”).

3. In appointing the members of the Committee, the Board will give due consideration to the Code.

4. Where any matter to be considered by the Committee concerns one of the Committee members that Committee member shall be replaced for the purposes of that discussion by another non-Executive Director selected by the Committee Chairman (unless the matter concerns the Committee Chairman, in which case the replacement shall be selected by the remaining Committee members).

5. The Chairman of the Committee shall be the Chairman of the Board or such other member of the Committee as shall from time to time be appointed by the Board (except where the Chairman of the Board is under consideration by the Committee, in which case the remaining Committee members shall select a temporary chairman from amongst themselves).

MEETINGS AND ATTENDANCE

6 The Committee will meet at least twice each year and at such other times as may be necessary to consider nominations to the Board.

7 Notice of any meeting of the Committee shall be given to all members. An agenda and any available supporting papers will be circulated to all members of the Committee prior to any meeting.

8 Meetings may, particularly if required on short notice, be held by telephone or any other method of communication approved by the Committee Chairman.

9 The quorum for meetings will be two directors, one of whom must be a

Non-Executive Director determined by the Board to be independent as defined by the Code.

10 Directors who are not members of the Committee may attend meetings of the Committee with the consent of the Chairman of the Committee.

11 The Company Secretary will act as Secretary of the Committee.

#### AUTHORITY

12 The Committee is authorised by the Board to employ the services of such advisers and/or consultants as it deems necessary to fulfil its responsibilities and to seek any information it requires from employees or officers of the Company, all at the Company's expense.

#### VOTING

13 Decisions will be made by majority vote. In the event of an equality of votes the Chairman of the Committee will have a second or casting vote.

#### DUTIES

14 The Committee will at all times have regard to the Listing Rules and to the recommendations of the Code. In particular, the duties of the Committee shall include:

- a) each year consideration of and advising the main Board on whether directors offering themselves for annual re-election should be nominated for re-appointment for a further term;
- b) after consultation with other directors and evaluation of the balance of skills, knowledge diversity and experience on the Board, finalising the candidate specification for all Board appointments and approving the process by which suitable candidates are identified and short listed, including the selection of external advisers where appropriate;
- c) nominating candidates to fill vacancies on the Board. Recommendations should be made by the Committee to the full Board;
- d) when nominating candidates, seeking to maintain an appropriate balance of Executive and Non-Executive Directors (including independent Non-Executive directors) so that no individual or group of individuals can dominate the decision making of the Board;
- e) seeking to ensure that nominees have the ability to exercise individual judgement on every issue before the Board in a considered manner and without, in the case of an Executive

Director, being influenced by misplaced loyalty to his particular executive function. All nominees should be capable of contributing to the development of the Company's strategy;

- f) reviewing regularly the structure, size and composition of the Board (including matters concerning the plans for succession, particularly of the Chairman, Chief Executive Officer and Finance Director) and the making of recommendations to the Board; and
- (g) observing the provisions of S.172 Companies Act 2006.

#### REPORTING PROCEDURES

15 The Secretary shall circulate all the minutes of meetings of the Committee to all members of the Committee.

16 The Chairman shall raise any appropriate matters arising from meetings of the Committee at Board Meetings.

#### ATTENDANCE AT AGM

17 The Chairman of the Committee should be available at the Annual General Meeting to answer any questions.

#### EXCLUDED MATTERS

18 The Committee will not be responsible for:

- a) supervising the performance of any directors (nor permitted to do so) and will not be required to become involved in day-to-day operational management functions or decision making;
- b) any other matters which the Board shall advise the Committee is reserved to be determined by it.