

# Nomination Committee Report

## Continued focus on Board composition, succession and development



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### Highlights of 2023

- Appointment of Nigel Lingwood as Non-Executive Chair in June 2023.
- Reviewed the succession plan and identified future needs, both for Board and senior management positions.
- Commenced a search for a new Non-Executive Director and Chair of the Audit Committee, resulting in the appointment of Jonathan Davis on 23 June 2023.

### Priorities for 2024

- Continue to manage Board and senior management succession plans.
- Ongoing evaluation of the size and composition of the Board including the balance of skills, knowledge, independence, experience and gender and ethnic diversity.
- Review the talent pipeline below Board level.

### Membership and attendance

The Committee met for four scheduled meetings during the year with attendance disclosed below. Additional meetings were held to deal specifically with the Chair succession process and the appointment process for Jonathan Davis.

Committee members	Member since	Attendance <sup>3</sup>
Nigel Lingwood (Chair)	30 April 2023 (Chair from 23 June 2023)	4/4
Margaret Amos	10 March 2022	4/4
Jonathan Davis <sup>1</sup>	23 June 2023	n/a
Paul Hollingworth <sup>2</sup>	23 June 2014	4/4
Amanda Mellor	19 March 2018	4/4
Claire Tiney	3 August 2016	4/4

1. Jonathan Davis joined the Board on 23 June 2023. There were no scheduled Nomination Committee meetings between that date and the year end.

2. As part of the succession planning process, Paul Hollingworth retired as Chair of the Nomination Committee, and as a Committee member, on 7 March 2023. Amanda Mellor, Senior Independent Director, took over as the Chair of the Nomination Committee until the date of Nigel Lingwood's appointment as Chair of the Board on 23 June 2023, at which point Nigel Lingwood also became Chair of the Nomination Committee. There were no scheduled Nomination Committee meetings between 23 June 2023 and the year end.

3. Neither Paul Hollingworth or Nigel Lingwood attended Committee sessions dealing with the Chair succession process.

# Nomination Committee Report continued

## Dear shareholder,

I am pleased to present the Committee's report detailing its role and responsibilities and its activities during the year, as Chair of the Committee, following Paul Hollingworth's retirement from the Board on 23 June 2023.

It has been a busy year for the Committee, overseeing the Chair succession process and subsequently the appointment of Jonathan Davis as Independent Non-Executive Director and Audit Committee Chair. In addition to these key tasks, the Committee has continued its work in the area of the oversight of the development of the talent pipeline, and further review of succession plans for both the Executive team and the Non-Executive Directors.

## Role and responsibilities

The key responsibilities of the Committee are:

- assessing whether the structure, size and composition (including the skills, knowledge, independence, experience and gender and ethnic diversity) of the Board continue to meet the Group's business and strategic needs;
- considering succession planning and talent development for the Executive Directors and the Senior Management Team and, in particular, for the key roles of Chair of the Board and Chief Executive Officer, taking into account the challenges and opportunities facing the Group and the future skills and expertise needed on the Board; and
- identifying and nominating, for approval by the Board, candidates to fill Board vacancies as and when they arise together with leading the process for such appointments.

The full terms of reference of the Committee are available on the Company's website at [www.volutiongroupplc.com](http://www.volutiongroupplc.com).

## Membership and attendance

The majority of the members of the Nomination Committee are independent non-executive directors as required by the Code. Following Paul Hollingworth's retirement, I was appointed Committee Chair on 23 June 2023, and all other members are independent Non-Executive Directors. Biographies of all Committee members can be found on pages 110 to 111.

By invitation, the meetings of the Committee may be attended by the Chief Executive Officer, the Chief Financial Officer and the Group Head of HR. The Company Secretary acts as the secretary to the Committee and minutes of each Committee meeting are provided to Board members.

## Board composition and succession planning

During the year the Committee discussed succession planning for Executive and Non-Executive Directors and the progressive refreshing of the Board.

The search process for a successor to Paul Hollingworth resulted in my appointment as Chair Designate, which was announced on 15 March 2023. I was delighted to become Chair of the Board on 23 June 2023.

The appointment of Jonathan Davis as a Non-Executive Director and Audit Committee Chair was announced on 19 June 2023 and his appointment became effective on 23 June 2023.

Further details on these appointment processes may be found on pages 129 to 130.

## Other activities during the year

In addition to the succession planning processes described above, the following matters were also considered at the Committee meetings held during the year:

- evaluation of the size and composition of the Board, including the balance of skills, knowledge, independence, experience and gender and ethnic diversity;
- reviewed succession planning and talent development for the Senior Management Team;
- reviewed and approved the recommendations to be made to shareholders for the re-election of Directors at the Annual General Meeting; and
- reviewed the results of the Committee performance evaluation.

After the year end at the October 2023 meeting, the Committee considered the outcome of the performance evaluations when discussing the effectiveness of the Non-Executive Directors seeking re-election at the Annual General Meeting 2023.

## Appointment of Nigel Lingwood as Chair of the Board

This search process was led by independent the Senior Independent Director, Amanda Mellor, supported by external search firm Warren Partners Ltd.

The process involved discussions by the Nomination Committee of the key attributes required for the role, and the subsequent development of a detailed role specification. Following the distribution of the role specification to potential applicants, an initial long-list of candidates was prepared for the Committee and then discussed in detail. A small number of candidates were short-listed and interviews were scheduled with the Senior Independent Director, the other independent Directors, and the Chief Executive Director. Following a detailed discussion by the Committee, it was recommended that Nigel Lingwood, the then current Audit Committee Chair, be appointed as Chair Designate, with a planned appointment date to coincide with Paul Hollingworth's retirement. The announcement regarding Nigel's appointment as Chair Designate was made to the London Stock Exchange on 15 March 2023 and he became Chair on 23 June 2023. Warren Partners Ltd had no connection to Volution or its Directors, other than it assisted with the search process for Margaret Amos in 2022. Paul Hollingworth and Nigel Lingwood did not take part in the discussions regarding Chair succession.



**Nigel Lingwood**  
Chair of the Board

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**We are delighted to have appointed Nigel to succeed Paul. We conducted a thorough search for Paul's successor, and we believe that Nigel brings strong understanding of Volution's markets and opportunities as well as the leadership qualities and relevant expertise crucial for this role. He is well placed to lead the Board and support Volution's future ambitions.**

**Amanda Mellor**  
Senior Independent Director

## Nomination Committee Report continued

### Appointment of Jonathan Davis as Audit Committee Chair

This search process was instigated following the appointment of Nigel Lingwood to the role of Chair of the Board, in anticipation of his stepping down from the Audit Chair role.

The process was led by the Nomination Committee, with input from Nigel Lingwood (Chair Designate and Audit Committee Chair at the time), and supported by external search firm Russell Reynolds. The process included the development of a role specification and the review, initially, of a long-list of candidates. A short-list was subsequently prepared and the short-listed candidates were interviewed by Nigel Lingwood and Amanda Mellor.

Final stage candidates were also interviewed by Committee members and the Executive Directors. The process resulted in the recommendation of Jonathan's appointment as an independent Non-Executive Director and Audit Committee Chair, with a planned appointment date of 23 June 2023.

The announcement regarding Jonathan's appointment was made to the London Stock Exchange on 19 June 2023.

Russell Reynolds had no connection to Volution or its Directors.

### Diversity and inclusion

The Committee, the Board of Directors and Volution as a whole continue to pay full regard to the benefits of diversity, including gender and ethnic diversity, when searching for candidates for the Board, Senior Management Team and other appointments. We believe that business decisions can be enhanced by having representation from different genders and cultural backgrounds with differing skill sets, experience and knowledge, which reflect our customer base and the wider population in our markets.

Diversity of Board members is important to provide the necessary range of background experience, values, and diversity of thinking and perspectives to optimise the decision-making process. Gender and ethnicity are important aspects of diversity which the Committee consider when deciding upon the most appropriate composition of the Board.

The Board supports the FTSE Women Leaders Review and the Parker Review on Ethnic Diversity. As at the financial year end, the Board comprised four male and three female Directors meaning that over 40% of the Board is female. One Board member was of a minority ethnic background.

### Election and re-election of Directors

On the recommendation of the Committee and in line with the 2018 Code and the Company's Articles of Association, all of the Company's Directors will stand for election or re-election at the Annual General Meeting 2023. The biographical details of the

Directors can be found on pages 110 to 111. The Committee considers that the performance of each of the Directors standing for election or re-election at the Annual General Meeting continues to be effective and each demonstrates commitment to their role.

### Committee performance evaluation

During the year, the Board conducted an externally facilitated evaluation of the performance of the Board, its Committees, the Directors and the Chair. Further details can be found in the Governance Report on pages 119 and 120. I am pleased to confirm that this process concluded that the Committee had fulfilled its role effectively and did not identify any significant development points requiring action.

**Nigel Lingwood**  
Chair of the Nomination Committee  
4 October 2023