Terms of Reference for the Nominations Committee of Victrex plc

Approved and adopted by the Board of Directors of Victrex plc (**Company**) to take effect from 1 October 2026.

1. CONSTITUTION

1.1. The Nominations Committee (**Committee**) is a committee of the board of directors (**board**) of the Company.

1.2. The Committee has the delegated authority of the board in respect of the functions and powers set out in these Terms of Reference.

1.3. The Terms of Reference of All Board Committees applies unless stated otherwise.

2. ROLE

The role of the Committee is to:

2.1. Ensure that there is a formal, rigorous and transparent procedure for appointments to the board.

2.2. Lead the process for appointments and make recommendations to the board.

2.3. Assist the board in ensuring its composition is regularly reviewed and refreshed, taking into account the length of service of the board as a whole, so that it is effective and able to operate in the best interests of shareholders.

2.4. Ensure plans are in place for orderly succession to positions on the board and as regards senior management, including the Company Secretary.

2.5. Oversee the development of a diverse pipeline for succession.

2.6. Work and liaise with other board committees, as appropriate, including the remuneration committee in respect of any remuneration package to be offered to any new appointee of the board, and ensure that the interaction between the committees and between the Committee and the board is reviewed regularly.

3. DUTIES AND TERMS OF REFERENCE

The Committee shall carry out the following duties for the Company and its subsidiaries (**Group**) and advise the board appropriately:

3.1. Composition of the board and senior management

3.1.1. regularly review the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the board and its committees, taking account of the Company's strategic priorities and the matters affecting the Company in paragraph 3.1.3, assess independence of a non-executive director and make recommendations to the board with regard to any changes that are deemed necessary;

3.1.2. keep under 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 compete effectively in the marketplace;

3.1.3. keep up to date and fully informed about the strategic and commercial issues and priorities and main trends and factors affecting the long-term success and future viability of the Company and the market in which it operates; and

3.1.4. set measurable objectives for diversity, equal opportunity and inclusion in relation to the board and senior management positions, prepare a policy on the promotion of diversity, equal opportunity and inclusion on the board and in senior management.

3.2. Succession planning

3.2.1. In the course of its work, give full consideration to succession planning for directors and senior management, based on merit and objective criteria and taking into account the challenges and opportunities facing the Company, the skills, experience, independence, knowledge and diversity needed on the board in the future, the length of service of the board as a whole and the need for its membership to be regularly refreshed;

3.2.2. Satisfy itself that plans are in place for orderly succession for appointments to the board and senior management; and

3.2.3. Oversee the development of a diverse pipeline for succession, having regard to diversity, inclusion and opportunity.

3.3. Appointments to the board

3.3.1. be responsible for identifying and nominating for the board's approval, candidates from diverse backgrounds to fill board vacancies as and when they arise;

3.3.2. consider proposals for the reappointment or promotion of directors and also any proposal for their dismissal, retirement, non-reappointment or any substantial change in their duties or responsibilities or the term of their appointment;

3.3.3. before the board makes any appointment, evaluate the balance of skills, experience, independence, knowledge and diversity on the board, and the future challenges affecting the Company, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and set the process to identify, sift and interview suitable candidates. In identifying suitable candidates, the Committee shall:

3.3.3.1. use such methods as it deems appropriate, including the use of open advertising or the services of external advisers to facilitate the search;

3.3.3.2. consider candidates from diverse backgrounds;

3.3.3.3. consider candidates on merit, against objective criteria and with due regard for promoting the benefits of diversity, inclusion and equal opportunity on the board, , taking care that appointees have enough time available to devote to the position;

3.3.4. for the appointment of a chair, prepare a job specification, including the time commitment expected;

3.3.5. before appointment, require proposed appointees, including the chair, to disclose other significant commitments to the board indicating the time involved;

3.3.6. 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, involvement outside board meetings and the induction process;

3.3.7. ensure that all directors offer themselves for annual re-election by shareholders, having 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 and the length of service of the board as a whole and its membership being regularly refreshed; and

3.3.8. keep under review the number of external appointments held by each director, consider setting any limits on such appointments that may be held by the chair of the board and non-executive directors and ensure that any new additional external appointments are approved in advance by the board before being accepted.

3.4. Induction and training

3.4.1. ensure that all new directors undertake an appropriate induction programme to ensure that they are fully informed about the Company's main areas of business activity, including those involving significant risk, and the strategic priorities and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a director; and

3.4.2. consider any training requirements for the board as a whole.

3.5. Conflicts of interest

3.5.1. before appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest, noting that such business interests must not be undertaken without prior approval by the board;

3.5.2. keep under review at least annually potential conflicts of interests of directors disclosed to the Company and develop appropriate processes for managing such conflicts if the Committee considers this to be necessary; and

3.5.3. at all times take care to minimise the risk of any conflict of interest within the Committee that might be seen to give rise to an unacceptable influence.

3.6. Board performance review

3.6.1. assist the chair of the board and the senior independent director with the implementation of an annual performance review process to assess the overall and individual performance and effectiveness of the board and its committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity and inclusion, how the board works together as a unit, and other factors relevant to the board's effectiveness;

3.6.2. review the results of the board performance review process that relate to the board's performance, its composition, succession planning, its diversity and how effectively the members of the board work together to achieve objectives;

3.6.3. ensure that the board performance review is externally facilitated at least every three years;

3.6.4. review the results of the performance review of the Committee; and

3.6.5. review annually the time required from non-executive directors, including the chair and senior independent director. Performance reviews should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.

4. BOARD RECOMMENDATIONS

The Committee shall make recommendations to the board, as appropriate, on the following:

4.1. Nominations and succession planning

4.1.1. The appointment of suitable candidates as new directors;

4.1.2. the appointment of any director to executive or other office other than to the positions of chair and chief executive, the recommendation for which is to be considered at a meeting of the full board;

4.1.3. the chair of the board, having assessed every three years whether the present incumbent shall continue in post, taking into account the need for continuity versus freshness of approach;

4.1.4. suitable candidates for the role of senior independent director;

4.1.5. membership and chair of the audit and remuneration committees, and any other board committees, as appropriate, in consultation with the chair of those committees; and

4.1.6. formulating succession plans for both executive and non-executive directors and in particular for the key roles of chair and chief executive.

4.2. Re-appointment of directors

4.2.1. the re-appointment of any non-executive director at the conclusion of their specified term of office, 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 and the length of service of the board as a whole and its membership being regularly refreshed; and

4.2.2. re-election by shareholders of directors, having regard to their performance and commitment to the role and their contribution to the Company's long-term sustainable success in the light of the knowledge, skills and experience required and the length of service of the board as a whole and its membership being regularly refreshed.

4.3. Continuation of office

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.

5. MEMBERSHIP

The chair of the board shall be the chair of the Committee but shall not chair the Committee when it is dealing with the appointment of a successor.

6. ATTENDANCE AT MEETINGS

6.1. The Committee shall meet at least once a year and otherwise as required.

6.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Group HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary and with the agreement of the Committee chair.

7. REPORTING RESPONSIBILITIES

The Committee shall

7.1. produce a report to be included in the Company's annual report including any matters required by the Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority and describing its work, including:

7.1.1. its activities, the membership of the Committee, number of meetings and attendance over the course of the year;

7.1.2. the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;

7.1.3. identifying in the annual report any external search consultancy that has been engaged, together with a statement about any other connection it has with the Company or individual directors;

7.1.4. how the board performance review 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 its influence on board composition; and

7.1.5. identifying in the annual report any external evaluator together with a statement about any other connection it has with the Company or individual directors;

7.2. include in the report referred to in paragraph 7.1 a description of the board's policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and the gender balance of those in the senior management and their direct reports.