

## **METLEN ENERGY & METALS PLC (the "Company")**

### **NOMINATION COMMITTEE TERMS OF REFERENCE**

The Company is the ultimate holding company of the Metlen group. Its main operating subsidiary is Metlen Energy & Metals S.A. ("**Metlen S.A.**"). These terms of reference apply across the Company, Metlen S.A. and each of their respective direct and indirect subsidiaries (together, the "**Group**").

#### **1. COMPOSITION AND MEETINGS OF THE NOMINATION COMMITTEE**

- 1.1 The Nomination Committee shall comprise not less than three non-executive directors of the Company, the majority of whom shall be independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Nomination Committee member's judgement. The members shall be selected by the board of directors (the "**Board**") on the recommendation of the Nomination Committee. Appointments to the Nomination Committee shall be for a period of up to three years which may be extended for two further three-year periods provided that the members of the Nomination Committee remain independent. The Board must from time to time review the composition of the Nomination Committee to ensure that membership of the Nomination Committee rotates amongst the Company's non-executive directors.
- 1.2 The chair of the Nomination Committee (the "**Committee Chair**"), shall be appointed by the Board and shall be an independent non-executive director. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.
- 1.3 The Company Secretary (or his or her nominees) shall be the secretary of the Nomination Committee (the "**Committee Secretary**"). The Nomination Committee shall have access to the services of the Company Secretariat on all Nomination Committee matters including assisting the Committee Chair in planning the Nomination Committee's work, compiling meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.
- 1.4 The quorum for meetings of the Nomination Committee is any two of its members both of whom must be independent non-executive directors.
- 1.5 No one other than a Nomination Committee member is entitled to attend meetings of the Nomination Committee, but others may attend by invitation. The Group Chief Executive (the "**CEO**"), the Chief People Officer and external advisers may be invited to attend for one or part of any meetings as and when appropriate and necessary.
- 1.6 Meetings of the Nomination Committee are to be held not less than three times a year and at such other times as the Committee Chair shall require. Any of the Nomination Committee members may request a meeting of the Nomination Committee if they consider it necessary, to be arranged by the Committee Secretary. Unless otherwise agreed by the Nomination Committee, notice of each meeting, confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee and any other person required to attend, no

later than five working days before the date of the meeting. Supporting papers shall be sent to the members of the Nomination Committee and to other attendees, as appropriate, at the same time. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

- 1.7 There should be sufficient interval between meetings of the Nomination Committee and meetings of the Board to allow the Nomination Committee to carry out its work and report on it to the Board. The meetings should also be scheduled in this manner to allow maximum attendance by the Nomination Committee members.

## 2. **DUTIES OF THE NOMINATION COMMITTEE**

- 2.1 The duties of the Nomination Committee are:

- 2.1.1 to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board (with particular regard to the balance of executive and non-executive directors, including independent non-executives) and to make recommendations to the Board with regard to any changes that the Nomination Committee considers necessary;
- 2.1.2 to put in place plans for the orderly succession of appointments to the Board and to senior management, taking into account the challenges and opportunities facing the Company and the skills, experience and knowledge needed within the Company and on the Board;
- 2.1.3 to ensure that both appointments and succession plans should be based on merit and objective criteria and, within this context, promote diversity of gender, social and ethnic background, cognitive and personal strengths;
- 2.1.4 to identify and nominate candidates, for the approval of the Board, to fill Board vacancies as and when they arise. In identifying suitable candidates the Nomination Committee shall:
  - (a) use open advertising or the services of external advisers to facilitate the search;
  - (b) consider candidates from a wide range of backgrounds; and
  - (c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board including gender, taking care that appointees have enough time to devote to the position;
- 2.1.5 to evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this Board performance review, prepare a description of the role and capabilities required for a particular appointment;
- 2.1.6 for the appointment of a chair, to prepare a job specification, including the time commitment expected;
- 2.1.7 to ensure that prior to any appointment to the Board, an appointee's significant commitments are disclosed to the Board with an indication of the time involved;

- 2.1.8 to consider requests for approval and to advise the Board where any director seeks consent to take on an additional external appointment, and to ensure that the reasons for permitting any significant appointment are disclosed in the annual report;
- 2.1.9 prior to the appointment of a director, to require any proposed appointee to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 2.1.10 to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 2.1.11 to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 2.1.12 to review annually the time required from non-executive directors. Performance review should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 2.1.13 to ensure that on appointment non-executive directors receive a formal letter setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings;
- 2.1.14 to review the results of the Board performance review process that relate to the composition of the Board;
- 2.1.15 to ensure, in conjunction with the Chair of the Board and Company Secretary, that new directors receive a full, formal and tailored induction;
- 2.1.16 to make recommendations to the Board concerning:
  - (a) succession planning for both executive and non-executive directors and in particular for key roles of chair and chief executive;
  - (b) suitable candidates for the role of senior independent director;
  - (c) the membership of the Audit and Remuneration Committees and any other Board committees as appropriate, in consultation with the chairs of those committees;
  - (d) the reappointment of any non-executive director at the conclusion of his or her specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
  - (e) the continuation, or not, in service of an executive director as an executive or non-executive director having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;

- (f) the appointment of any director to executive or other office; and
  - (g) the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code;
- 2.1.17 working with Human Resources, to take an active role in setting and meeting diversity objectives and strategies for the Group, and in monitoring the impact of diversity initiatives;
- 2.1.18 The Nomination Committee shall produce a report to be included in the Company's annual report describing the work of the Nomination Committee, including:
  - (a) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline. Open advertising and/or an external search consultancy should generally be used for the appointment of the chair and non-executive directors. If an external search consultancy is engaged it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors;
  - (b) how 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;
  - (c) the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
  - (d) the gender balance of those in the senior management team and their direct reports; and
- 2.1.19 to consider other matters as referred to the Nomination Committee by the Board.

### **3. COMMITTEE CHAIR**

#### **3.1 The Committee Chair shall:**

- 3.1.1 report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 3.1.2 attend the Company's Annual General Meeting prepared to answer shareholders' questions on the Nomination Committee's activities; and
- 3.1.3 seek engagement with shareholders on significant matters related to the Nomination Committee's areas of responsibility.

### **4. COMMITTEE SECRETARY**

#### **4.1 The Committee Secretary shall:**

- 4.1.1 minute the proceedings and resolutions of all meetings of the Nomination Committee, including recording the names of those present and in attendance;
- 4.1.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and
- 4.1.3 promptly circulate minutes of Nomination Committee meetings to all members of the Nomination Committee and, once agreed, to all members of the Board, unless in the opinion of the Committee Chair, a conflict of interest exists.

## **5. AUTHORISATION**

### **5.1 The Nomination Committee is authorised by the Board:**

- 5.1.1 at the Company's expense, to obtain such legal or other independent professional advice as it deems necessary to fulfil its responsibilities; and
- 5.1.2 to secure the attendance of other persons at its meetings if it considers this necessary.

## **6. OTHER MATTERS**

### **6.1 The Nomination Committee shall:**

- 6.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 6.1.2 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;
- 6.1.3 give due consideration to any applicable laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 6.1.4 arrange for periodic reviews of its own performance and, at least annually, 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.

Approved by the Board on 4 August 2025.