

**Avast plc**  
**(The “Company”)**  
**Nomination Committee**  
**Terms of Reference**

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<b>Chair:</b>	Warren Finegold
<b>Members:</b>	John Schwarz Erwin Gunst
<b>Observers:</b>	Chief Executive Officer
<b>Frequency of Meetings:</b>	Annually and as required

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## **1. Objectives**

The nomination committee (the “**Committee**”) is a committee of the board of the Company (the “**Board**”), to which is delegated the responsibility to lead the process for Board appointments and to ensure that the Boards and its committees, and the boards of the subsidiaries, have an appropriate balance of skills, experience, availability, independence and knowledge of the Company to enable them to discharge their respective responsibilities effectively.

## **2. Membership**

- 2.1 The Committee shall comprise at least three directors of the Company (“**Directors**”).
- 2.2 A majority of the members of the Committee shall be independent non-executive Directors (“**INEDs**”).
- 2.3 All appointments to the Committee shall be made by the Board.
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided the Director still meets the criteria for membership of the Committee.
- 2.6 The Board shall appoint the chair of the Committee who should be either the chair of the Board or an INED. In the absence of the chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.7 The chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

## **3. Secretary**

The Company Secretary or their nominee shall act as the 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 the issues.

#### **4. Quorum**

- 4.1 The quorum necessary for the transaction of business shall be two, both of whom must be INEDs.
- 4.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. No member of the Committee shall attend or form part of the quorum in relation to any appointment in which he/she has a personal interest.
- 4.3 Meetings of the Committee may be held telephonically or by any other means whereby the participants are able to communicate effectively with each other.

#### **5. Frequency of Meetings**

- 5.1 The Committee shall meet at least once a year and at such other times as the chair of the Committee shall determine.
- 5.2 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.3 The secretary of the Committee shall meet to consider the Directors who are to retire by rotation at the next annual general meeting in good time to enable any recommendations of the Committee to be included in the Notice of Annual General Meeting.

#### **6. Notice of Meetings**

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the chair of the Committee.
- 6.2 Unless otherwise agreed and except where a situation of urgency otherwise requires, wherever practicable, 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 Committee, any other person required to attend and all other non-executive Directors, no later than two working days before the date of the meeting. Supporting papers shall, wherever practicable, be sent to Committee members and to other attendees as appropriate, at the same time.
- 6.3 Papers required by the Committee may be provided electronically.

#### **7. Minutes of Meetings**

- 7.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and the chair of the Board and, once agreed, to all other members of the Board, unless in the opinion of the chair of the Committee it would be inappropriate to do so.

#### **8. Annual General Meeting**

The chair of the Committee should attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

## 9. Duties

9.1 The Committee should carry out the duties below for the Company and its subsidiaries from time to time (the “**Group**”) and major subsidiary undertakings as a whole, as appropriate.

9.2 The Committee shall:

- (a) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity, including gender) of the Board and make recommendations to the Board with regard to any changes;
- (b) give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- (c) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (d) before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - (i) consider using open advertising or the services of external advisers to facilitate the search, it being noted that the Company will need to provide an explanation if neither open advertising nor the services of external advisers is used in the appointment of a Chairman or a non-executive Director;
  - (ii) consider candidates from a wide range of backgrounds;
  - (iii) 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 available to devote to the position;
  - (iv) give due consideration to the FCA’s and PRA’s Fit and Proper test criteria; and
  - (v) consider any potential director’s listed company experience and any training that would be required, based on such experience, to ensure that they would understand their relevant responsibilities and obligations;
- (e) 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;
- (f) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (g) for the appointment of a chair of the Board, the Committee should prepare a job specification, including the time commitment expected. A proposed chair of the Board’s other significant commitments should be disclosed to the Board before appointment (through the completion of a formal written director’s questionnaire) and any changes to the chair of the Board’s commitments should be reported to the Board as they arise;
- (h) prior to the appointment of a Director, the proposed appointee should be required to disclose in a formal written questionnaire 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;

- (i) review the results of the Board performance evaluation process that relate to the composition of the Board;
- (j) review annually the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending enough time to fulfil their duties;
- (k) work and liaise as necessary with all other board committees;
- (l) 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, service on committees of the Board and other involvement outside Board meetings and a satisfactory and appropriate induction programme is available. This letter of appointment containing the terms and conditions of appointment of any non-executive Director should be made available for inspection by any person at the Company's registered office during normal business hours and at the Company's annual general meeting (for 15 minutes prior to, and during, the meeting); and
- (m) ensure that the Company maintains contact as necessary with its major shareholders about appointments to the Company.

9.3 The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors and in particular for the key roles of chair of the Board and Chief Executive Officer;
- (b) suitable candidates for the role of Senior Independent Non-Executive Director;
- (c) membership of the Audit and Risk Committee, Remuneration Committee and any other committee of the Board, in consultation with the chairmen of those committees;
- (d) 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 in the light of the knowledge, skills and experience required;
- (e) the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's articles of association of the Company having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (f) the re-election by shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code (the "**Code**") and associated guidance or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years);
- (g) 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; and
- (h) the appointment of any Director to executive or other office.

## **10. Reporting Responsibilities**

- 10.1 The chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
- 10.4 The report should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

## **11. Other Matters**

- 11.1 The Committee shall:
  - (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
  - (b) 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;
  - (c) give due consideration to laws and regulations, including the general duties of directors set out in the Companies Act 2006, the provisions of the Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and the Market Abuse Regulation as well as any other applicable Rules, as appropriate.
  - (d) The Committee shall, at least once a year, review its own performance, 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.

## **12. Authority**

- 12.1 The Committee is authorised to seek any information it requires from any Director or employee of the Company, or any consultant or other provider of services to the Company in order to perform its duties. All employees, Directors, consultants and other service providers of services are directed to co-operate with requests for information made by the Committee including requests to attend meetings of the Committee.
- 12.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice (including advice from external employment search engines) on any matters within its terms of reference.
- 12.3 Although the Committee can seek the advice and assistance of the executive management, it must ensure that this role is clearly separated from their role within the business.