

**The Property Franchise Group PLC
(the "Company")
Nominations Committee Terms of Reference**

Name

1. This Committee of the Board shall be known as the Nominations Committee (the "Committee").

Membership

2. Subject to (3) below, the Committee shall comprise a minimum of three members, the majority of the members of the Committee being independent non-executive directors of the Company appointed by the Board.
3. One of the members of the Committee should be the Chief Financial Officer ('CFO') of the Company.
4. The quorum necessary for the transaction of business shall be two members at least one of whom shall be an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions vested in or exercisable by the Committee.
5. Membership of the Committee will be reviewed by the Board on an annual basis.
6. The Board shall appoint the Committee Chairperson who should be an independent non-executive director. In the absence of the Committee Chairperson and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairperson of the Board shall not chair the Committee.
7. The Company Secretary or his or her nominee shall act as Secretary of the Committee.

Meetings

8. The Committee shall meet at least twice a year and otherwise as required.
9. Only members of the Committee have the right to attend Committee meetings. However, other individuals (in particular, the Chief Executive Officer), other staff (such as representatives from human resources) and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.

Notice of Meetings

10. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson, or by the Committee Chairperson.
11. Unless otherwise agreed, 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 three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

Authority

12. The Committee is authorised by the Board if the Committee considers it necessary:
 - (a) to obtain internal advice and outside legal or other independent professional advice within a pre-set budgetary limit to assist in fulfilling its responsibilities;
 - (b) to secure the attendance of outsiders with relevant experience and expertise;
 - (c) to seek any information it requires from any employee of the Company in order to perform its duties; and
 - (d) to incur reasonable fees and expenses, which will be paid by the Company.

Duties

13. The Committee should carry out the duties detailed below, as appropriate.
14. The Committee shall:
 - (a) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
 - (b) give full consideration to succession planning for Board directors, and Operational Board members and, as well as the Company Secretary in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
 - (c) consider contingency planning for the absence of key directors;
 - (d) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies, and the Company Secretarial role as and when they arise;
 - (e) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity 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) if appropriate, use open advertising or the services of external advisers to facilitate the search;
 - ii) work and liaise as necessary with all other Board committees as necessary;
 - iii) consider candidates from a wide range of backgrounds, including any possible internal candidates;

- iv) consider candidates on merit and against objective criteria with due regard for the benefits of diversity on the board, taking care that appointees have enough time available to devote to the position; and
 - v) develop robust and transparent appointment criteria.
- (f) for the appointment of a Chairperson, the Committee should prepare a job specification, including the time commitment expected. The proposed Chairperson's other significant commitments and any other business interests that may result in a conflict of interest should be disclosed to the Board before appointment;
 - (g) prior to the appointment of a director to the Board, the proposed appointee should be required 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;
 - (h) 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 and involvement outside board meetings;
 - (i) review the results of any 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; and
 - (k) work and liaise as necessary with all other Board committees.
15. 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 Chairperson, Chief Financial Officer and Chief Executive Officer;
 - (b) suitable candidates for the role of senior independent director;
 - (c) membership of the Audit & Risk Committee, Remuneration Committee, ESG Committee, Nominations Committee and any other Board committees, in consultation with the chairs of those Committees;
 - (d) the re-election by shareholders of directors under the annual re-election provisions of the QCA Corporate Governance Code (the "Code") 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 nine years;
 - (e) any matters relating to the continuation in office of any Board director at any time including the suspension or termination of service of any Board director subject to the provisions of the law and their service contract; and

(f) the appointment of any Board director or the Company Secretary.

16. If the CFO or the Chairman of the Board deem it appropriate, a member of the Committee may be asked to conduct an interview of the preferred candidate for any member of the Operational Board.

Annual General Meeting

17. The Committee Chairperson should attend the Annual General Meeting to answer shareholder questions on the Committee's activities.

Minutes

18. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
19. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chairperson it would be inappropriate to do so.

Reporting Responsibilities

20. The Committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
21. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
22. The Committee may 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.

Other Matters

23. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
24. Give due consideration to laws, regulations, the provisions of the Company's chosen UK Corporate Governance Code, the requirements of the AIM rules, the UK Listing Authority's Prospectus and Disclosure and Transparency Rules, as appropriate.
25. The Committee shall 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: 6 March 2026