

## NOMINATIONS COMMITTEE REPORT

### Chair



Derek Mapp

### Members



Frank Nelson



Martyn Coffey



Kate Allum



Alison Littley



Iraj Amiri

### Dear Shareholder,

#### I am pleased to report to you on the main activities of the Committee and how it has performed its duties during 2022.

A key responsibility of the Committee is to ensure orderly Board succession and, this year, the Committee's main focus has been on executing succession plans for a number of Board changes as follows:

- The retirement in May 2022 of Bob Lawson, my predecessor as Chair.
- Sucheta Govil stepping down from the Board in July 2022.
- Martyn Coffey intending to step down from the Board at the 2023 AGM.
- The retirement of Mark Kelly, also at the 2023 AGM.

On behalf of the Board, may I take this opportunity to thank Bob, Sucheta, Martyn and Mark for their valuable contributions to the Group.

On the recommendation of the Committee, there have been several new appointments to the Board. In 2022, myself, Alison Littley, Kate Allum and Iraj Amiri were appointed to the Board as Non-executive Directors. Alison, Kate and Iraj bring valuable commercial insight and extensive board committee and ESG experience and have further strengthened the expertise of the Board in these areas. Darren Waters will join the Board in spring 2023, as Chief Executive Officer Designate, and will bring a wealth of commercial and operational experience to the Group, alongside good knowledge of the building products and fenestration sectors in the UK.

I am very pleased that we have been able to attract such high-calibre individuals into the Company.

The Committee also continues to consider succession planning for the Board in the medium-term, given the length and concurrency of service of other Non-executive Directors, and to oversee the continued development and evolution of the Executive Committee which, this year, has included the recruitment of a new Chief Operating Officer. The Committee's activities have considered diversity and ethnicity as important priorities, and we have made progress with both over the last twelve months.

Finally, I would like to thank my fellow Board and Committee members who have served throughout the year, for their valuable contribution and support.

### Derek Mapp

#### Chair of the Nominations Committee

15 March 2023

### Role and responsibilities:

The principal duties of the Nomination Committee are to:

- regularly review the structure, size and composition of the Board (including its skills, knowledge, experience, length of service and diversity) and make recommendations to the Board with regard to any changes;
- identify and nominate, for approval by the Board, candidates to fill Board vacancies;
- review the time commitments required from Non-executive Directors, along with the number of external directorships held, to ensure all duties are being fulfilled; and
- maintain an effective succession plan for the Board and senior management considering the challenges and opportunities facing the Company, along with the skills and expertise needed in the future, while promoting diversity of ethnicity, gender, background and skills.

### Summary of activities during the year

The Nomination Committee met five times during the year and attendance at the meetings is shown on page 88.

The main activities of the Committee included:

- the search, selection and recruitment of Derek Mapp as Chair of the Board, following Bob Lawson's retirement, and of Alison Littley, Kate Allum and Iraj Amiri, as Non-executive Directors, recognising succession requirements and taking account of the required skill sets and experience for the Board's composition;
- the search, selection and recruitment of Darren Waters, as Chief Executive Officer Designate, in preparation for Mark Kelly's retirement;
- continued succession planning for the Board, given the length and concurrency of service of Martyn Coffey and Frank Nelson;
- overseeing the ongoing development of the Executive Committee;
- considering the results of the internal review of the Committee's effectiveness (see page 87 for further details);
- a review of Directors' time commitments and independence;
- consideration of the re-election of Directors at the Annual General Meeting; and
- approving updates to the Committee's terms of reference.

### Nomination Committee members

During 2022, the Nomination Committee comprised:

#### Chair:

Derek Mapp (from 1 July 2022), Bob Lawson\* (to 30 June 2022)

#### Committee members:

Frank Nelson (throughout 2022)  
Martyn Coffey (throughout 2022)  
Kate Allum (from 7 October 2022)  
Alison Littley (from 7 October 2022)  
Iraj Amiri (from 7 November 2022)  
Sucheta Govil (to 31 July 2022)  
Mark Kelly (to 6 October 2022)

\* Where the Committee was dealing with matters relating to Bob Lawson's succession, Frank Nelson, the Senior Independent Non-executive Director, assumed role of Committee Chair.

The Code recommends that a majority of the Nomination Committee be Non-executive Directors, independent in character and judgement and free from any relationship or circumstance which may, could or would be likely to, or appear to, affect their judgement. The Board considers that the Company complies with the Code in this respect.

Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others, including the Human Resources Director and external advisers, to attend all or part of any meeting if it thinks it is appropriate, necessary, or pursuant to the terms of any agreement with shareholders.

The Nomination Committee will meet as often as it deems necessary but, in accordance with its terms of reference, at least twice a year.

### Diversity and inclusion

All Board and senior management appointments are made on merit, in line with the approach adopted throughout the Group's workforce. The Board recognises and embraces the benefits of diversity and, in particular, the value that different perspectives and experience bring to the quality of debate and decision making.

The Board recognises the Group operates in a historically male-dominated industry, but is committed to consider diversity as a key element in senior appointments. The relatively small size of the Board and the existing Directors' service contracts currently in place will inevitably limit the potential pace of change. Nevertheless, as vacancies arise, the Board will seek to move towards the FCA's targets of:

- at least 40% of the Board being women;
- at least one of the senior board positions (Chair, Chief Executive Officer, Senior Independent Director or Chief Financial Officer) being a woman; and
- at least one member of the Board being from an ethnic minority background.

However, the overriding policy in any new appointments will continue to one of selecting candidates with an appropriate mix of skills, capabilities and market knowledge, to ensure the continued success of the business.

Details of the Board and Executive Committee's gender/ethnicity is as follows:

### Gender representation:

| At 31 December 2022 | Number of Board members | % of the Board | Number of senior positions on the board (CEO, CFO, SID and Chair) | Number in executive management | % of executive management |
|---------------------|-------------------------|----------------|---|--------------------------------|---------------------------|
| Men                 | 6                       | 75%            | 4   | 5                              | 83%                       |
| Women               | 2                       | 25%            | –   | 1                              | 17%                       |
| Total               | 8                       | 100%           | 4   | 6                              | 100%                      |

| At 31 December 2021 | Number of Board members | % of the Board | Number of senior positions on the board (CEO, CFO, SID and Chair) | Number in executive management | % of executive management |
|---------------------|-------------------------|----------------|---|--------------------------------|---------------------------|
| Men                 | 5                       | 83%            | 4   | 4                              | 80%                       |
| Women               | 1                       | 17%            | –   | 1                              | 20%                       |
| Total               | 6                       | 100%           | 4   | 5                              | 100%                      |

### Ethnicity representation:

| At 31 December 2022  | Number of Board members | % of the Board | Number of senior positions on the board (CEO, CFO, SID and Chair) | Number in executive management | % of executive management |
|--|-------------------------|----------------|---|--------------------------------|---------------------------|
| White British or other White (including minority-white groups) | 7                       | 88%            | 4   | 6                              | 100%                      |
| Other ethnic group, including Arab                             | 1                       | 12%            | –   | –                              | –                         |
| Total  | 8                       | 100%           | 4   | 6                              | 100%                      |

| At 31 December 2021  | Number of Board members | % of the Board | Number of senior positions on the board (CEO, CFO, SID and Chair) | Number in executive management | % of executive management |
|--|-------------------------|----------------|---|--------------------------------|---------------------------|
| White British or other White (including minority-white groups) | 5                       | 83%            | 4   | 5                              | 100%                      |
| Other ethnic group, including Arab                             | 1                       | 17%            | –   | –                              | –                         |
| Total  | 6                       | 100%           | 4   | 5                              | 100%                      |

The above data was collected on the basis of self-reporting by the individuals concerned who were asked to select their gender/ethnicity from a list of options derived from the FCA's template.

No changes to the Board or Executive Committee have occurred since 31 December 2022 that would affect the above data.

The gender balance of those in the senior management and their direct reports is included within the Responsible Business section on page 58.

### Succession planning

In 2022, the Committee continued its proactive work on succession planning for the Board, taking account of:

- the notifications received from Bob Lawson, the previous Chair, and, more recently, Sucheta Govil and Martyn Coffey, both Non-executive Directors, of their respective intentions to retire/step-down from the Board;
- the length of service of Frank Nelson, a Non-executive Director, whose Board membership will reach nine years during 2024; and
- general succession considerations regarding the Executive Directors.

As part of this process, a detailed review of the composition, skills and experience of the Board, and each of its Committees, was undertaken to develop desired role profiles and identify the preferred attributes to be sought in future appointments. In the light of strong recent growth, this review also identified the benefits of increasing the number of Non-executive Directors on the Board.

All appointments to the Board are subject to a formal, rigorous and transparent appointment process, and are made based on merit and objective criteria. After a selection process involving several firms, the Committee engaged Lygon Group as the search firm to support the recruitment of myself as Chair, and subsequently of Alison Littlely, Kate Allum and Iraj Amiri, as new Non-executive Directors and Darren Waters, as Chief Executive Officer Designate. Lygon Group have no connection with the Company or any individual Director.

The process for these appointments is detailed below:

|   |                                 |  |
|---|---------------------------------|--|
| 1 | Candidate requirements          | A detailed candidate profile setting out required capabilities and experience was agreed. After a selection process, Lygon Group was appointed to facilitate the process |
| 2 | Search                          | Lygon Group prepared an initial longlist of candidates and conducted the first round of interviews to assess the candidates' fit with the role and key competencies      |
| 3 | Interviews                      | The Committee then considered a shortlist of candidates and interviews were held with all Board members  |
| 4 | Board approval and announcement | The Committee made a recommendation to the Board for its consideration. Following Board approval, the appointments were announced to the market                          |

As part of the development of the Executive Committee, the Nomination Committee has continued to consider succession planning for senior management, in order to maintain an appropriate balance of skills, experience and diversity within the Company in line with our strategic priorities. This ongoing planning process includes an analysis of any succession gaps or risks identified and includes contingency plans for the sudden or unexpected departure of Executive Directors or other senior managers.

The benefits of this proactive approach are illustrated by the ongoing evolution of the Executive Committee, ensuring the Company is well placed, with the best people and the right balance of skills to secure future success. In 2022, the successful recruitment of a new Chief Operating Officer supports our strategic priority to deliver sustained operational excellence and optimise returns on recent investments in operating capacity.

In summary, we are confident that the Board has a good understanding of succession planning across the Group and the range of measures being used to continue to develop and recruit talented senior employees.

### Derek Mapp

#### Chair of the Nomination Committee

15 March 2023

**Executive Committee**

(in addition to Mark Kelly and Michael Scott)

**Beth Boulton**  
Marketing Director

Beth joined Eurocell in November 2021. She previously worked for Magnet Kitchens where she was Head of Marketing and Digital. Prior to that role, Beth was Marketing Director at Utopia Bathrooms and has also held positions at Topps Tiles and Jewson.

**Andy McDonnell**  
Commercial Managing Director

Andy joined Eurocell in May 2018, initially as Managing Director for the Building Plastics division, and more recently has stepped up to the role of Commercial Managing Director, with responsibility for the majority of commercial activities in both our major divisions. He previously held senior leadership positions in retail and trade at B&Q, TradePoint and Oak Furniture Land.

**Bruce Stephen**  
Group Human Resources Director

Bruce joined Eurocell in July 2019. He previously worked for Greencore holding various roles including, most recently, Corporate Services Human Resources Director. Prior to Greencore, Bruce worked for Danone (Dairy) and Walkers Snacks (PepsiCo).

**Colin Hales**  
Chief Operating Officer

Colin joined Eurocell in May 2022. He previously worked for Envases where he was Managing Director and has extensive experience across multi-site operations where he has led and managed functions incorporating manufacturing, distribution and supply chain planning. Previously, Colin held roles at Kingspan Insulation Boards and also at Kongsberg Automotive where, most recently, he was Vice President of Business Area Interior Systems.

**Mike McKay**  
Group IT Director

Mike joined Eurocell in March 2020. He previously worked for Polypipe Group (now Genuit Group) where he was Group Information Services Director for 15 years. Immediately prior to this, Mike was Head of Information Services for William Grant & Sons and he has also held positions with Ascent Technology and APV Baker.

**Paul Walker**  
Group Company Secretary

Paul joined Eurocell in August 2019 and was appointed Group Company Secretary in September 2019. He previously worked for DFS Furniture plc where he was Financial Controller and, most recently, Director of Central Finance and Group Company Secretary. He is a member of the Institute of Chartered Accountants in England and Wales.