

References within these terms of reference to:

the 'Committee' means the Nomination Committee of the Board of Britvic plc.

the 'Executive' means the Executive Team of Britvic plc.

the 'Board' means the Board of Britvic plc.

1 Membership

- 1.1** Members of the Committee shall be appointed by the Board and shall be made up of at least three members, the majority of whom should be independent non-executive directors.
- 1.2** Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3** The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chair.
- 1.4** 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 issues.

2 Quorum

- 2.1** The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors. 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.

3 Frequency of Meetings

- 3.1** The Committee shall meet at least three times a year and at such other times as the Chair of the Committee shall require.

4 Notice of Meetings

- 4.1** Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.
- 4.2** 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 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 Committee members and to other attendees as appropriate, at the same time.

5 Minutes of Meetings and Resolutions in Writing

- 5.1** The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 5.2** Minutes of Committee meetings shall be circulated to all members of the Committee prior to the next meeting of the Committee.
- 5.3** The Committee has the authority to pass a/any resolution in writing. The resolution may be contained in one document or several documents in like form, each signed and approved by a majority of the members of the Committee, either in person or via email.
- 5.4** The approved resolution in writing/written resolution shall be circulated to all members of the Committee and the Chair of the Board prior to the next meeting of the Committee.

6 Engagement with Shareholders

- 6.1** The Committee Chair shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.
- 6.2** The Committee Chair shall seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

7 Duties

- 7.1** The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the Britvic plc group as a whole, as appropriate. It shall:

- 7.1.1 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;
- 7.1.2 ensure that plans are in place for orderly succession for directors, the Executive and other members of senior management, overseeing the development of a diverse pipeline for succession and taking into account the challenges and opportunities facing the Company, and the skills and expertise needed in the future with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 7.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 7.1.4 be responsible for approving changes to the membership of the Executive;
- 7.1.5 before making an appointment to 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) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (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;
- 7.1.6 for the appointment of a Chair, prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- 7.1.7 prior to the appointment of a director, require the proposed appointee to disclose any other business interests that may result

in a conflict of interest and recommend to the Board whether or not to approve the conflicts;

- 7.1.8** prior to the appointment of a director, require the proposed appointee to disclose significant external commitments with an indication of the time involved;
 - 7.1.9** review annually the time required from non-executive directors particularly in light of their external appointments. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
 - 7.1.10** require all directors to request approval for any proposed additional external appointments and set out an indication of the time involved, and recommend to the Board whether or not to approve the appointments;
 - 7.1.11** 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;
 - 7.1.12** review the results of the Board performance evaluation process that relate to the composition of the Board;
 - 7.1.13** review annually any conflict declarations by directors, and any conflict authorisations granted by the Board (as permitted under section 175 of the Companies Act 2006) and recommend whether the relevant conflict of interest should remain authorised together with any changes to any limitations or terms and conditions that shall apply to any continued authorisation;
 - 7.1.14** review annually the independence of each non-executive director;
 - 7.1.15** work and liaise as necessary with other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly.
- 7.2** The Committee shall also make recommendations to the Board concerning:
- 7.2.1** any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

- 7.2.2** plans for succession for both executive and non-executive directors on the Board and in particular for the key roles of Chair and Chief Executive Officer, and for succession for the Executive;
- 7.2.3** suitable candidates as new directors and succession for existing directors;
- 7.2.4** suitable candidates for the role of Senior Independent Director;
- 7.2.5** membership of the Audit and Remuneration Committees and any other Board committees as appropriate, in consultation with the Chair of those committees;
- 7.2.6** 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 light of the knowledge, skills and experience required;
- 7.2.7** the re-election by shareholders of any director under the re-election provisions of the UK Corporate Governance Code or the provisions in the Company's articles of association having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as a whole;
- 7.2.8** 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
- 7.2.9** the appointment of any director to executive or other office other than to the positions of Chair and Chief Executive Officer, the recommendation for which would be considered at a meeting of the full board.

8 Reporting Responsibilities

- 8.1** The Committee Chair shall report verbally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

- 8.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 8.3** The Committee shall produce a report to be included in the Company's annual report covering the following areas:
- 8.3.1** Committee composition;
 - 8.3.2** Committee duties and activities during the year;
 - 8.3.3** the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
 - 8.3.4** identification of any external search agency used, and a statement as to whether it has any connection with the Company; or if external advice or open advertising has not been used, the reasons for this;
 - 8.3.5** how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the identity of any external evaluator and a statement about any other connection it has with the Company or individual directors, the outcomes and actions taken and how it has influenced or will influence Board composition;
 - 8.3.6** 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;
 - 8.3.7** the gender balance of those in the senior management and their direct reports;
 - 8.3.8** any other matters considered relevant by the Committee.
- 8.4** The Committee shall set out in the papers accompanying the resolutions to elect each director the specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success.

9 Other

The Committee shall:

- 9.1** 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;
- 9.2** 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;
- 9.3** give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and associated guidance, the requirements of the Listing Rules, the Prospectus Rules, and the Disclosure Guidance and Transparency Rules, of the Financial Conduct Authority ('FCA'), and any other applicable rules as appropriate; and
- 9.4** ensure it has access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

10 Authority

- 10.1** The Committee is authorised to seek any information it requires from any employee of the Company, including the Company Secretariat in order to perform its duties.
- 10.2** The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.