



Nominating and Governance Committee Charter



Version 4.0

Owner: Board of Directors of Luxfer Holdings PLC

Effective Date: November 30, 2022

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1.0 PURPOSE AND ROLE

- 1.1 **Purpose.** The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Luxfer Holdings PLC (the “Company”). The purpose of the Committee is to assist the Board in fulfilling its fiduciary responsibilities with respect to the oversight of the Company’s affairs in the areas of corporate governance and Board operations.
- 1.2 **Role.** The Committee is involved in (i) evaluating the Board and its skillset, identifying individuals qualified to join the Board (consistent with criteria set out in the Corporate Governance Guidelines and provided by the Board), and making recommendations as appropriate; (ii) recommending whether incumbent Directors should stand for re-election to the Board; (iii) providing recommendations to the Board relating to committee membership by Directors; (iv) developing and recommending corporate governance principles applicable to the Board and the Company’s employees, including those principles pertaining to the Company’s broader Environmental, Social and Governance (“ESG”) strategy; (v) providing oversight of management succession planning; and (vi) overseeing the Company’s organizational structure and compliance with policies, governance practices which form the Company’s ESG strategy, regulations of the U.S. Securities and Exchange Commission (the “SEC”), rules of the New York Stock Exchange (the “NYSE”), and requirements of any other applicable regulatory authority.

2.0 COMPOSITION

- 2.1 **Committee Members.** The Committee shall consist of three or more Directors. The Board will appoint the members of the Committee (a “Member”) in light of recommendations made by the Committee. The Board Chair may be a Member if they are an Independent Director (as defined below). The Board shall appoint a Member to serve as Committee Chair, who shall be an Independent Director and not the current Board Chair.
- 2.2 **Membership Criteria.** Each Member must meet the independence requirements of the NYSE, the Securities Exchange Act of 1934 as amended, and the rules and regulations of the SEC promulgated thereunder, as such requirements are interpreted by the Board in its reasonable business judgment, and any additional requirements the Board deems appropriate (an “Independent Director”). Desirable qualifications in Members include experience in corporate governance, business or personnel management, human resources management, legal and regulatory affairs, and organizational behavior.
- 2.3 **Term.** Members may serve on the Committee for a period of up to three years, which may be extended for two additional three-year periods, provided the Director still meets the criteria for membership of the Committee, or until earlier resignation. The Board may remove a Member from the Committee at any time, with or without cause.

3.0 DUTIES, RESPONSIBILITIES, AND AUTHORITY

The Committee shall have the below-listed duties, responsibilities, and authority. In fulfilling these duties, the Members shall give due regard to the comments and provisions of the U.K. Corporate Governance Code, the rules and regulations of the SEC, the listing rules of the NYSE, as well as any other laws, rules, or guidance insofar as they are applicable to the Company.

3.1 Board and Committee Membership and Structure

- 3.1.1 **Identification of Director Candidates.** The Committee shall identify individuals believed to be qualified for Board membership and recommend such candidates to the Board to fill new or vacant

positions. In recommending candidates, the Committee shall consider factors it deems relevant, consistent with criteria set out in the Corporate Governance Guidelines and provided by the Board. These factors may include skill, diversity, personal and professional integrity, experience with organizations of comparable structure and industry, and the candidate's qualifications in relation to the Board's current deficiencies. Additionally, the Committee shall review any legitimate candidates recommended by outside parties, as well as shareholder proposals relating to any such candidate's nomination by shareholders, in accordance with applicable law and the Company's Articles of Association. The Committee shall evaluate all potential candidates in the same manner, regardless of the recommendation's source.

- 3.1.2 **Evaluation of Incumbent Directors.** The Committee shall evaluate whether an incumbent Director should stand for election or re-election at the Annual General Meeting. The Committee shall consider, among other things, the "Retirement of Directors by Rotation" provision contained in the Company's Articles of Association, the Director's performance as a Board member, and the value of their continued service. The Committee will make recommendations to the Board, and any final decision is subject to Board approval.
- 3.1.3 **Committee Membership.** The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the terms set forth in the committees' charters, with due consideration of legal and listing requirements and such other factors as it deems appropriate. The Committee shall review committee assignments and designation of committee chairs at least once every three years. In conducting such review, the Committee shall consider the benefits of periodic rotation of committee members; the importance of experience, continuity, and fresh perspective in committee service under the given circumstances; and the Directors' commitments, expertise, and interest in serving on specific committees or as a committee chair. Following this review, the Committee shall make recommendations to the Board as appropriate.
- 3.1.4 **Board Chair.** The Committee shall assist the Board in appointing the Board Chair. The Committee shall prepare a role description, including the capabilities and time commitment expected of the Board Chair; make inquiries as to a proposed Chair's significant commitments; disclose those commitments to the Board; and monitor any changes in the Chair's significant commitments. The Committee shall review the Board Chair position at least once every three years. In conducting such review, the Committee shall consider the benefits of periodic rotation of the Board Chair; the importance of experience, continuity, and effective Board leadership under the given circumstances; and the Directors' commitments, expertise, and interest in serving as Board Chair. Following this review, the Committee shall make recommendations to the Board as appropriate.
- 3.1.5 **Lead Independent Director.** In the event that the Board concludes that the interests of the Company and its shareholders would be better served by combining the roles of Board Chair and Chief Executive Officer, the Committee shall assist the independent Non-Executive Directors in appointing a Lead Independent Director by making a recommendation as to an appropriate Lead Independent Director candidate.
- 3.1.6 **Monitoring of Incumbent Directors.** As appropriate and at any time, the Committee shall investigate and make recommendations to the Board in relation to a Director's continuation in office, including the suspension or termination of service of an Executive Director as an employee of the Company, subject to applicable law and the provisions of any employment or service contract.

3.2 Director and Executive Succession Planning

3.2.1 **Succession Planning.** The Committee shall develop and recommend to the Board for approval a succession plan for Executive and Non-Executive Directors, including the Board Chair and Lead Independent Director (if applicable), and key executives, such as the Chief Executive Officer and Chief Financial Officer. The Committee shall review the succession plan periodically with the Board Chair and Chief Executive Officer and recommend to the Board any changes and any candidates for succession under such plan. Additionally, the Committee shall review the Company's management succession plan and ensure its adequacy, taking into account the Company's challenges and opportunities, as well as what skills will be needed within the Company in the future.

3.2.2 **Vacancies.** If a vacancy on the Board or any Board committee arises, or if the CEO or CFO positions become vacant, the Committee shall identify candidates and make recommendations in order to assist the Board in filling such vacancy. In doing so, the Committee shall evaluate the balance of skills, knowledge, and experience on the Board or management team, as appropriate, before an appointment is made, and based on such evaluation, prepare a description of the role, capabilities, and time commitment required for a particular appointment.

3.3 **Director Orientation and Continuing Education.** The Committee shall oversee and assist in the administration of Director orientation. Additionally, the Committee shall oversee and monitor the continuing education of Directors.

3.4 **Annual Board and Committee Evaluations.** The Committee shall develop, subject to approval by the Board, a process for the annual evaluation of the Board and its committees. Additionally, the Committee shall oversee the administration of this annual performance evaluation.

3.5 Corporate Governance

3.5.1 **Structure, Processes, and Policies.** At least annually, the Committee shall review the Company's corporate governance structure, practices and processes, and its relevant policies (in accordance with the Board's Reservation of Powers and consistent with the Company's broader ESG strategy). The Committee shall consider the Board's organization, composition, membership terms, committee composition, meeting structure, and time commitments of Directors. Additionally, the Committee shall oversee the review and update of the Company's Code of Ethics and Business Conduct, Corporate Governance Guidelines, and other policies relevant to the Company's governance practices, regulatory compliance, and ESG strategy, including policies on matters such as ethical dealings, human rights practices within the Company and its supply chain, and anti-corruption. The Committee shall make recommendations to the Board as appropriate.

3.5.2 **Compliance Oversight.** The Committee shall review and monitor the implementation and effectiveness of the Company's compliance and ethics program. At least annually, the Committee shall receive from the Company's Legal Department and management team an update on the Company's compliance and ethics program. The Committee shall specifically address issues involving compliance with the Code of Ethics and Business Conduct; company policies; SEC regulations and NYSE listing rules; and any other laws, rules, or guidance insofar as they are applicable to the Company. Additionally, the Committee shall meet periodically with the Legal Department to review the material legal affairs of the Company, including legal and regulatory risks arising therefrom. If significant litigation or regulatory matters arise during the year, those matters shall be brought to the attention of the Committee Chair upon discovery, and depending on the severity of the matter, either discussed by the Committee at a special meeting called for such purpose or at its next regularly scheduled meeting. Further, any complaints received by the

Company in relation to ethics or compliance matters, including complaints received in accordance with the Company's whistleblowing procedures, shall be brought to the attention of the Committee Chair upon discovery, and depending on the severity of the matter, either discussed by the Committee at a special meeting called for such purpose or at its next regularly scheduled meeting. For the avoidance of doubt, the Committee shall not receive complaints related to accounting, internal accounting controls, auditing, and financial or auditing compliance matters, which shall be the responsibility of the Audit Committee. However, the Committee shall be responsible for monitoring and receiving reports on all other compliance matters and any violations of the Code of Ethics and Business Conduct or other material policies. The Committee, with final approval from the Board, shall have responsibility for determining whether and on what terms to grant any Director or Executive Officer a waiver as to the Company's Code of Ethics and Business Conduct. At each Committee meeting, the Company Secretary, or their designee, shall report to the Committee on any such matters in which the Committee is not already informed. The Committee shall report and make recommendations to the Board on such matters as appropriate.

- 3.5.3 Review of Governance Disclosures.** The Committee shall review and discuss with management governance disclosures, including the annual disclosure included in the Company's proxy statement that relates to the Company's corporate governance, the operations of the Board and its committees, and Director independence, as well as any disclosures contained in other publications, such as statutory reports and the Company's Sustainability Report. Following its review, the Committee shall recommend that these disclosures be approved by the Board.

3.6 Authority and Delegation

- 3.6.1 Access to External Advisors.** The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a director search firm, outside counsel, and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation of such advisors, which shall be reasonable, and oversee their engagement. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its external advisors. All external advisors shall be independent, as determined in the discretion of the Committee.
- 3.6.2 Delegation.** The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to a subcommittee comprised of one or more Members, as the Committee may deem appropriate in its sole discretion.
- 3.6.3 Other Delegated Responsibilities.** The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

4.0 COMMITTEE MEETINGS

- 4.1 Meeting Structure.** The Committee shall meet at least twice per year at such times and places as it deems necessary to fulfill its responsibilities. A minimum notice period of five days should be given for any meetings that are required and which do not occur in conjunction with the Board meeting schedule. If the matter is urgent and cannot wait until the next regular meeting of the Committee, the provision entitled "Resolution In Writing" set forth in the Company's Articles of Association shall apply, construing references to Directors as references to Members and references to the Board as references to the Committee.
- 4.2 Quorum.** A quorum at any Committee meeting shall be at least two Members. All determinations of the Committee shall be made by a majority of its Members present at a meeting duly called or held, except as specifically provided herein (or where only two Members are present, by unanimous vote).

- 4.3 **Attendance at Meetings.** Only Members of the Committee have the right to attend Committee meetings. However, other Directors, the Chief Executive Officer, members of management and, where relevant, appropriate external advisors may attend Committee meetings by invitation of the Committee. Any Director whose performance is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Member may be excused from a meeting to permit the remaining Members to act on any matter in which such Member's participation is not appropriate.
- 4.4 **Secretary.** The Company Secretary, or their nominee, shall act as secretary to the Committee (the "Secretary"). At meetings where the Committee desires to discuss matters confidentially, a Member shall carry out the functions of the Secretary.
- 4.5 **Agenda and Meeting Materials.** The Secretary, in conjunction with the Committee Chair, shall draw up an agenda, which shall be circulated to the Members, together with materials relating to the subject matter of each meeting, prior to each meeting.
- 4.6 **Minutes.** Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Members to ensure an accurate final record, approved at a subsequent meeting of the Committee, and distributed periodically to the Board. Provided however, in situations involving a conflict of interest, minutes shall not be circulated to a Director who is conflicted, unless such minutes are appropriately redacted.
- 4.7 **Reports to the Board.** The Committee Chair shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make recommendations to the Board, as it deems appropriate, on any area within its remit where action or improvements are needed.

5.0 COMMITTEE OPERATIONS AND ACTIVITIES

- 5.1 **Governing Rules.** To the extent that this Charter does not specify otherwise, the Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communication equipment), action without meetings, notice, waiver of notice, quorum, and voting requirements as are applicable to the Board.
- 5.2 **Expenses.** The Company shall appropriately fund the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 5.3 **Performance Evaluation.** The Committee shall conduct an annual performance evaluation of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- 5.4 **Attendance at Annual General Meeting.** The Committee Chair shall attend the Annual General Meeting to answer any shareholder questions on the activities of the Committee.

6.0 RESPONSIBILITY FOR AND PUBLICATION OF THIS CHARTER

- 6.1 **Responsibility for Charter.** The Company's Board of Directors has overall responsibility for this Charter. The Committee, with the assistance of the Company Secretary, shall review this Charter annually and recommend any proposed changes to the Board for approval.
- 6.2 **Publication.** Consistent with NYSE listing standards, this Charter shall be published and made available on the Company's website at www.luxfer.com.