



EFG Private Bank Limited  
Board Nomination Committee  
Terms of Reference

## 1. Purpose

The Nomination Committee (“NomCo”) is established by the Board of Directors of EFG Private Bank Limited (“EFGIUK” or “the Bank”) in accordance with its delegated powers provided for in Article 5 of its Articles of Association.

The purpose of the NomCo is to assist the Board to fulfil its governance and oversight responsibilities for EFGIUK, its Jersey branch and its Cyprus subsidiary (“UK Group”) in relation to the Board’s effectiveness and composition, the allocation of responsibilities under the individual Accountability Regime and the SM&CR and monitoring of performance. The UK Group is part of the EFG International Group (“the Group”).

## 2. Authority

The Board authorises the NomCo, within the scope of its responsibilities to:

- Obtain any information it requires (internal and external) to perform its duties.
- Obtain, at the bank’s expense, independent legal or other professional advice and resources necessary for the conduct of its remit.
- Invite, at its discretion, members of Management and staff and external specialists to its meetings.

## 3. Organisation

### 3.1. Membership

- The NomCo shall comprise at least three members, the majority of whom shall be Independent Non-Executive Directors (INEDs).
- The Board appoints the NomCo Chair, who will be an independent member, and the other members of the NomCo following recommendation by the NomCo.
- The Chair of the Board shall not chair the NomCo when it is dealing with the matter of succession of the Chair of the Board.
- In the absence of the NomCo Chair, an alternate may be appointed from the independent members who will have the same powers as the NomCo Chair.
- Each member shall have the relevant, knowledge, skills, and expertise to be capable of making a valuable contribution and appropriate challenge in board nomination discussions.
- Only members of the NomCo have the right to attend NomCo meetings.
- The Company Secretary, or their nominee, acts as the Secretary to the NomCo.

### 3.2. Quorum and Decision

- The quorum necessary for the transaction of business shall be two members, including the Chair or their alternate if they are unable to attend.
- Decisions can be made by an absolute majority of members attending. In the event of a tied vote, the Chair has the casting vote.

3.3. Items/documentation requiring NomCo approval, may, with the Chair’s permission, be circulated out of the formal meeting cycle and, if approved, the approval noted/ratified at the next formal meeting.

### 3.4. Meetings

- Meetings are held as often as the business requires but at least two times a year. Special purpose meetings may be convened as required.
- Meetings of the NomCo are convened by the NomCo Chair, any of the NomCo members or the Secretary.
- Although only members have the right to attend NomCo meetings, other individuals may be invited to attend for all or part of any meeting as and when appropriate and necessary.

- Invitations to attend meetings, the agenda and supporting documentation must be distributed at least five working days prior to the meeting, unless a simple majority of the NomCo members elects to waive this notice period.
- All meetings of the NomCo will be minuted. Draft minutes will be circulated, after having been cleared by the NomCo Chair, to all members for comments. Approval will be given at the next meeting.

#### **4. Responsibilities and Competencies**

##### **4.1. Membership**

- Ensure that suitable Board succession plans are in place.
- Regularly review the size, structure, size, and composition of the Board (including knowledge, experience, and diversity) and make recommendations to the Board, after consultation with Group, regarding any changes.
- Recommend to the Board the appointment or removal of any members of the Board Committees in consultation with the chair of those committees.

##### **4.2. Appointment**

- Prior to proposing Board appointments, evaluate the balance of knowledge, competence, experience and diversity of the Board and prepare a description of the role and capabilities for the appointment.
- Identify and nominate candidates on merit and against objective criteria for approval by the Board to fill any Board or Board sub-committee vacancy, having considered the knowledge, skills and expertise and after consultation with Group on Board members or Board sub-committee Chairs.
- Review and approve ManCo and SMF appointments.
- Receive on an annual basis a report on Senior Management Function appointments and results of assessments undertaken by the Head of Culture, Conduct and Accountability.

##### **4.3. External Mandates**

- Prior to the appointment of a new director, the proposed appointee must disclose any outside business interests and/or external mandates that may result in a conflict of interest, exceed the regulatory maximum or impact upon INED's independence or capacity to fulfil the role. These must be authorised by the NomCo, prior to appointment.
- Any future new external business interests and/or external mandates should not be undertaken without prior approval of the NomCo.

##### **4.4. Executive Management**

- Ensure suitable succession plans are in place for senior management positions (ManCo and ManCo-1).
- Engage the relevant Board Committee Chairs in executive recruitment where appropriate, e.g. Chair of BRC in recruitment of CRO, Head of Compliance and MLRO.
- Recommend to the Board the appointment of any director to executive or other office.

#### **5. Reporting to and Co-ordination with the Board and other committees**

The NomCo shall:

- Work and liaise as necessary with all other board committees.
- Regularly report to the Board on the NomCo's deliberations, recommendations, and action to be taken.

The NomCo Chair will engage with the shareholder on significant matters relating to the NomCo's areas of responsibility.

## 6. Other Matters

The NomCo shall:

- Have access to sufficient resources to carry out its duties, including access to the company secretariat for advice and assistance as required.
- 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.
- Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, and any other applicable rules, as appropriate.
- Annually evaluate the performance and effectiveness of the NomCo.
- At least annually, review and update the NomCo Terms of Reference and recommend any changes it considers necessary to the Board for approval.

The Company Secretary maintains the forward calendar of standing and rolling / special submissions for all Board committees.

## 7. Approval

Date of Approval by NomCo: 12 November 2025

Date of Approval by the Board: 16 December 2025

Date of Next Review: Q4 2026