CONSTITUTION & AUTHORITY

1. The Nominations Committee (Committee) is constituted as a Committee of the Board of Directors (Board) of easyJet plc (Company or Group) in accordance with the Articles of Association of the Company.

2. The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these terms of reference.

3. The Committee is authorised by the Board to obtain, at the Company's expense, independent professional advice on any matters within its terms of reference.

4. The Committee is authorised by the Board to seek any information it requires from management, and all employees are expected to cooperate with any request made by the Committee.

5. Committee members shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members as deemed appropriate.

MEMBERSHIP

6. The Committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors. Members of the Committee shall be appointed by the Board.

7. The Board shall appoint the Committee Chair who should be either the Board Chair 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 themselves to chair the meeting. The Board Chair shall not chair the committee when it is dealing with the matter of chair succession.

8. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting as appropriate. Any non-executive director may attend all or part of a Committee meeting.

SECRETARY

9. The Company Secretary or their nominee shall act as secretary of the Committee.

MEETING ADMINISTRATION

Quorum

10. The quorum necessary for the transaction of business shall be two members (whether in person or by audio or video conference).

Frequency of Meetings

11. The Committee shall meet at least twice a year and otherwise as required.

Notice of Meetings

12. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.

13. 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 in advance of the meeting.

Voting

14. Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
15. If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting. The Committee Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.
16. Except where they have a personal interest, the Committee Chair shall have a casting vote.

Minutes of Meetings

17. The secretary, or their nominee, shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
18. Minutes of Committee meetings shall be agreed by the Committee Chair and then circulated promptly to all members of the Committee and once agreed, to all members of the Board unless it would be inappropriate to do so.

DUTIES

The Committee must act in accordance with the applicable UK Corporate Governance Code (Code) and shall:

Board & Committee composition

19. Regularly review the structure, size and composition (including the skills, knowledge, independence, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
20. Regularly review the membership of the Board's Committees and make recommendations to the Board with regard to any changes, in consultation with the Chair of those Committees.
21. Set measurable objectives for Board diversity and inclusion and prepare and review the policy on Board diversity and review annually progress against its objectives.

Succession planning

22. Ensure plans are in place for orderly succession to Board and Airline Management Board (including the Company Secretary) positions and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.
23. Recommend to the Board if any changes are needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
24. Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

25. Keep under review the tenure and succession of the Board Chair, having regard to the Code expectation that the Chair should not remain in post beyond nine years from the date of their first appointment to the Board, save for a limited extension where appropriate to facilitate effective succession planning and the development of a diverse Board, supported by a clear explanation.

Board appointments & re-appointments

26. Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

27. 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 the appointment.

28. When identifying suitable candidates the Committee shall:
    a. generally use open advertising or the services of an external search consultancy to facilitate the appointment of the Board Chair and non-executive directors
    b. consider candidates from a wide range of backgrounds
    c. consider candidates on merit and against objective criteria, having due regard to the benefits of diversity and inclusion on the Board and taking care that appointees have sufficient time available to devote to the position

29. Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board.

30. 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.

31. Recommend to the Board concerning any matters relating to the continuation in office of any Director at any time, including:
    a. review annually and recommend to the Board whether each Director should be proposed for election or re-election by shareholders. In making its recommendation, the Committee shall consider each Director's performance, time commitment, independence where applicable, skills, experience and continued effectiveness, and the need for progressive refreshing of the Board. The Committee shall also ensure that the papers accompanying each election or re-election resolution set out the specific reasons why the Director's contribution is, and continues to be, important to the Company's long-term sustainable success;
    b. 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
    c. a Non-Executive Director's dismissal, retirement, non-reappointment or any other substantial change in their duties or responsibilities or the term of their appointment.

Time Commitments and external appointments

32. Review annually the time commitments, attendance, external appointments and wider commitments of each Director and assess whether each Director has sufficient time to discharge their responsibilities effectively.

33. Ensure that significant commitments are disclosed before appointment, together with an indication of the time involved, and keep under review any material changes to those commitments. Consider and make recommendations to the Board regarding proposed additional external appointments, taking into account the Code and relevant investor and proxy adviser guidelines, and ensure that the reasons for permitting any significant appointment are explained in the annual report.

Board performance review

34. Oversee the implementation of a formal and rigorous annual performance review of the Board, its Committees, the Chair and individual Directors. Ensure that the review considers the Board's performance, composition and diversity, how effectively members work together to achieve the Company's objectives, and whether each Director continues to contribute effectively.

35. Support the Chair in commissioning regular externally facilitated Board performance reviews and ensure that an externally facilitated review is undertaken at least every three years. Review the outcomes of the Board performance review insofar as they relate to Board and Committee composition, succession planning, Director development and the effectiveness of the appointments process, and monitor the implementation of resulting actions.

36. Ensure that the external reviewer is identified in the annual report, together with a statement about any other connection the reviewer has with the Company or individual Directors.

Committee performance review

37. arrange for an annual review of its own performance and, at least annually, review its constitution, membership and terms of reference to ensure that it continues to operate effectively, recommending any changes to the Board for approval.

Investor engagement

38. The Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility and attend the annual general meeting to answer any shareholder questions on the Committee's activities.

REPORTING

39. The Committee Chair shall report to the Board on its proceedings after each meeting.

40. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

41. The Committee shall produce a report to be included in the Company's annual report describing its activities, including:
    a. the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline.
    b. how the Board performance review has been conducted, the nature and extent of an external reviewers contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition, and
    c. the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives, and
    d. the gender balance of senior management and their direct reports.

42. If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual

directors. Where an external Board performance reviewer has been engaged, the reviewer should also be identified in the annual report together with a statement about any other connection with the Company or individual Directors.

These Terms of Reference were last approved on: 23 September 2026