DATED 22 OCTOBER 2026

AUCTION TECHNOLOGY GROUP PLC

NOMINATION COMMITTEE – TERMS OF REFERENCE

AUCTION TECHNOLOGY GROUP PLC (THE "COMPANY")

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. CONSTITUTION

1.1 The board of directors of the Company (the "**Board**") has established a committee of the Board known as the Nomination Committee (the "**Committee**").

1.2 The meetings and proceedings of the Committee are governed by these Terms of Reference which were adopted by the Board on 22 October 2026.

2. MEMBERSHIP

2.1 The Committee shall consist of a minimum of three members appointed by the Board. A majority of the members of the Committee should be independent non-executive directors. The Chair of the Committee shall be appointed by the Board, which shall determine the period for which they shall hold office, and shall be the Chair of the Board or an independent non-executive director. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the Committee when it is dealing with the appointment of their successor.

2.2 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended for two additional three-year periods, provided the members (other than the Chair of the Board, if they are a member of the Committee) continue to meet the criteria for membership of the Committee. The Committee may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.

2.3 Only members of the Committee have the right to attend committee meetings. However, other individuals such as the chief executive, the chief people officer and external advisers may be invited to attend all or part of the meeting, as and when appropriate.

3. SECRETARY

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 the issues.

4. QUORUM

4.1 The quorum for decisions of the Committee shall be any two members both of whom must be independent non-executive directors.

4.2 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.

5. FREQUENCY OF MEETINGS

The Committee shall meet at least twice each year or otherwise as required. Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other and the quorum in that event shall be any two Committee members so linked.

6. NOTICE OF MEETINGS

6.1 Meetings shall be called by the Secretary of the Committee at the request of the Chair of the Committee or any member of the Committee.

7. MINUTES OF MEETINGS

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance and the existence of any conflicts of interest. In the absence of the Secretary, the Chair of the Committee shall designate any Committee member or other meeting participant who is authorised to attend the meeting by the Chair of the Committee to minute the proceedings.

7.2 The draft minutes of the meetings of the Committee shall be agreed with the Chair of the Committee and then circulated to all members of the Committee and, once approved, to the Board and the Company Secretary unless a conflict of interest exists or, exceptionally, it would be inappropriate to do so in the opinion of the Chair of the Committee.

8. ENGAGEMENT WITH SHAREHOLDERS

The Chair of the Committee shall be available in person or by video at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and achievements of the Committee. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

9. ROLE

9.1 The key objectives of the Committee are to:

9.1.1 lead the process for Board appointments (including in respect of particular roles, such as the Chair or Senior Independent Director), which should be subject to a formal, rigorous and transparent procedure;

9.1.2 ensure effective succession plans are in place for orderly succession to Board and senior management positions;

9.1.3 evaluate the skills, experience and knowledge of the Board and its committees including an annual performance review of the Board and directors; and

9.1.4 oversee the development of a diverse pipeline for succession.

10. DUTIES

10.1 The Committee shall:

10.1.1 regularly review the structure, size and composition (including the skills, knowledge, independence, experience and diversity) required of the Board and make recommendations to the Board with regard to any changes;

10.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, including:

10.1.2.1 taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

10.1.2.2 ensuring contingency plans are in place for sudden and unforeseen departures;

10.1.2.3 ensuring plans are in place for orderly succession; and

10.1.2.4 overseeing the development of a diverse pipeline for succession;

10.1.3 set measurable objectives for, and prepare a policy in relation to, Board and senior management diversity;

10.1.4 work with the chief people officer to monitor progress against Group-wide diversity and inclusion objectives and strategies and the impact of diversity and inclusion initiatives;

10.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

10.1.6 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

10.1.7 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 a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall:

(a) use open advertising or the services of an external search consultancy to facilitate the search or, if neither are used in the appointment of a Chair or a non-executive director, explain the reasons for this;

(b) consider candidates from a wide range of backgrounds; and

(c) consider candidates on merit and against objective criteria and with due regard to the benefits of promoting diversity, inclusion and equal opportunity, taking care that appointees have enough time available to devote to the position;

10.1.8 prior to the appointment of a director, require the proposed appointee to disclose (i) any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest and (ii) any significant commitments, with an indication of the time involved. Any business interests that could result in a conflict of interest must be authorised by the Board prior to appointment. Any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board. Additional external appointments should not be undertaken without prior approval of the Board;

10.1.9 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 and that all directors receive a full, formal and tailored induction and/or training to assist them in fulfilling their duties, obligations and responsibilities as directors of the Company;

10.1.10 review annually the time required from non-executive directors. Performance review should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

10.1.11 review the results of the Board performance review process that relate to the composition of the Board, how effectively Board members work together to achieve objectives and succession planning;

10.1.12 keep under regular review any authorisations granted by the Board in connection with a director's conflict of interest; and

10.1.13 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.

10.2 The Committee shall also make recommendations to the Board concerning:

10.2.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

10.2.2 suitable candidates as new directors and succession for existing directors;

10.2.3 membership of the Audit and Remuneration Committees, and any other committees of the Board (as appropriate), in consultation with the chairs of those committees;

10.2.4 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;

10.2.5 the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code having due regard to their performance and ability and why their contribution is important in the company's long-term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board taking into account the length of service of individual directors, the Chair of the Company and the Board as a whole;

10.2.6 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

10.2.7 the appointment of any director to executive or other office.

11. REPORTING RESPONSIBILITIES

11.1 All decisions of the Committee shall be reported formally to the Board by the Chair of the Committee.

11.2 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. All decisions on recommendations referred to the Board shall take effect only upon approval thereof by resolution of the Board, at a meeting which is properly convened and constituted and in accordance with the Company's articles of association.

11.3 The Committee shall produce a report to be included in the annual report about:

11.3.1 its activities, the number of meetings of the Committee and the individual attendance by each of the members;

11.3.2 the process used in relation to appointments (with an explanation if external advice or open advertising has not been used), its approach to succession planning and how both support developing a diverse pipeline;

11.3.3 how the Board performance review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;

11.3.4 the policy and any initiatives on diversity and inclusion, their objectives and link to company strategy, how they have been implemented and progress on achieving the objectives; and

11.3.5 the gender balance of those in the senior management and their direct reports.

11.4 Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.

11.5 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

11.6 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.

11.7 The Committee shall conduct an annual review of its work and these terms of reference to ensure it is operating at maximum effectiveness and shall make recommendations about any changes it considers necessary to the Board.

11.8 The Chair of the Committee shall review membership of the Committee annually, as part of the annual performance review of the Committee.

11.9 The Committee shall make available its terms of reference on the Company's website explaining clearly its role and authority delegated to it by the Board.

11.10 References in these terms of reference to the "Group" mean the Company, its subsidiaries and any subsidiary undertakings.

12. OTHER MATTERS

12.1 The Committee shall:

12.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance advice as required;

12.1.2 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;

12.1.3 give due consideration to applicable laws and regulations and relevant institutional investor guidance and proxy voting guidelines, including the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's UK Listing Rules, PRM: Admission to Trading on a Regulated Market sourcebook and Disclosure Guidance and Transparency Rules (as may be amended or replaced from time to time);

12.1.4 oversee any investigation of activities which are within its terms of reference; and

12.1.5 work and liaise as necessary with all other Board Committees, ensuring the interaction between committees and that the Board is reviewed regularly.

22 October 2026