

Hikma Pharmaceuticals PLC ('Hikma' or the 'Company')

Nomination and Governance Committee (the 'Committee')

Terms of Reference

Approved by the Board on: 11 December 2025

Constitution

1.	<p>Membership</p> <p>The membership of the Committee shall be determined by the Board, on the recommendation of the Committee.</p> <p>Membership of the Committee shall comply with the following reference points:</p> <ul style="list-style-type: none"> • Eligibility: Independent Non-Executive Directors and Executive Directors can be members of the Committee, provided that the majority shall be classified as Independent Non-Executive Directors • Minimum: the minimum number of members shall be three • Maximum: there shall be no maximum number of members <p>Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.</p>
2.	<p>Chair</p> <p>The Chair of the Committee shall be appointed by the Board. The Committee Chair shall be the Chair of the Board, Senior Independent Director or an Independent Non-Executive Director.</p> <p>The Chair of the Board shall not chair meetings of the Committee when it is dealing with the appointment of their successor.</p> <p>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 from those who would qualify under these terms of reference to be appointed to that position by the Board.</p>
3.	<p>Secretary</p> <p>The Company Secretary of Hikma or their nominee shall act as Secretary to the Committee.</p>
4.	<p>Quorum</p> <p>The quorum necessary for the transaction of business shall be two members, both of whom must be Independent Non-Executive Directors.</p>
5.	<p>Frequency</p> <p>The Committee shall meet as and when it is deemed necessary, normally three times a year.</p>
6.	<p>Notice</p> <p>Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Committee Chair or any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall normally be forwarded to each member of the Committee at least five days prior to the date of the meeting.</p>

7.	<p>Minutes</p> <p>The Secretary shall minute the proceedings and resolutions of all meetings and/or correspondence of the Committee. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings shall be circulated promptly to the Chair of the Committee.</p>
Duties	
8.	<p>General</p> <p>The Committee shall give due consideration to all applicable laws, regulations and statutory requirements when discharging the responsibilities outlined within this terms of reference.</p>
9.	<p>Board Composition</p> <p>At least annually, the Committee shall review the structure, size and composition of the Board and its Committees and make recommendations to the Board as required. As part of this review, the Committee should consider:</p> <ul style="list-style-type: none"> • the balance of skills, knowledge and experience on the Board • the balance of independent and executive membership of the Board • applicable laws, regulations or statutory requirements related to Board composition and structure • the external commitments and availability of Directors • the tenure of Non-Executive Directors • the membership and chairing of the Board Committees and additional responsibilities of Directors
10.	<p>Succession Planning</p> <p>The Committee shall plan for the orderly succession of Board and senior management 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 to ensure that Hikma can continue to compete effectively in the market.</p>
11.	<p>Director Appointments</p> <p>The Committee is responsible for identifying, and nominating to the Board, candidates to fill Board vacancies as and when they arise, and for overseeing the induction of newly appointed Directors.</p> <p>The Committee shall consider the current Board composition, succession plans and the results of the Board performance review in order to prepare a description of the role and capabilities required for the particular appointment.</p> <p>In identifying suitable candidates, the Committee shall:</p> <ul style="list-style-type: none"> • use open advertising or the services of external advisers to facilitate the search • consider candidates on merit and against objective criteria, and with due regard for the benefits of diversity of the Board, • ensure that appointees have enough time available to devote to the position by considering the extent of the candidate's other significant time commitments • consider candidates from a wide range of backgrounds <p>A proposed appointee shall be required to disclose any other business interests that may result in a conflict of interest.</p>

	When appointing a Non-Executive Director, the Committee should ensure the appointee receives 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.
12.	<p>Director Re-appointments</p> <p>The Committee shall make recommendations to the Board regarding the re-appointment of Non-Executive Directors at the conclusion of their specified term of office.</p> <p>When considering a Director for re-appointment, the Committee will:</p> <ul style="list-style-type: none"> • take into consideration the provisions regarding annual re-election of Directors in the Company's Articles of Association and the UK Corporate Governance Code (the 'Code') • have due regard to their performance and ability to contribute to the Board in the light of the balance of knowledge, skills and experience required <p>The Committee shall be responsible for monitoring the time commitment required from a Non-Executive Director, keeping under review their external positions and considering whether the Non-Executive Directors are spending enough time to fulfil their duties.</p> <p>The Committee shall be consulted in 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 employee of the Company, subject to the provisions of law and their service contract.</p>
13.	<p>Board Performance Review</p> <p>The Committee shall oversee the annual Board and Committee performance review process, including considering the findings of the review and ensuring that the required actions identified as a result are completed. Where required under the UK Corporate Governance Code, the Committee shall be responsible for recommending the appointment of third parties to facilitate the process.</p>
14.	<p>Committee Membership</p> <p>On an ongoing basis, the Committee shall monitor, review and approve the membership of the Board Committees, in consultation with the respective Committee Chair.</p> <p>The Committee shall monitor and make recommendations to the Board regarding the appointment of Chairs of Board Committees.</p>
15.	<p>Committee Terms of Reference</p> <p>The Committee shall review and approve the terms of reference for each Board Committee as and when necessary, with the exception of its own terms of reference which it shall recommend to the Board for approval.</p>
16.	<p>Conflicts of Interest</p> <p>In respect to each Director, the Committee shall review any interests the Director may have which conflict or may conflict. When conflicts arise, the Committee shall make recommendation to the Board as to whether any such conflict should be authorised and, if so, as to the terms and conditions on which any such authorisation should be given by the Board.</p> <p>On a regular basis, authorisation given by the Board shall be reviewed to determine whether:</p> <ul style="list-style-type: none"> • the authorisation given should stand on the terms and conditions on which it has been given, or • additional terms and conditions should be imposed, or

	<ul style="list-style-type: none"> the authorisation should be revoked (subject to giving the relevant Director notice of the proposed revocation) <p>In the case of the review of interests, the affected members of the Committee shall not participate in the discussion or decision of the Committee and shall not participate in the recommendation to the Board.</p>
17.	<p>Corporate Governance</p> <p>The Committee shall oversee the Company's position in respect to the Code and corporate governance practice, and lead an annual review of corporate governance, including:</p> <ul style="list-style-type: none"> an evaluation of the Company's 'comply or explain' position with the Code reviewing the appropriateness of the governance procedures detailed in the Board Governance Manual reporting governance issues to shareholders through overseeing and approving the corporate governance and Directors' report sections of the Company's Annual Report
18.	<p>Policies</p> <p>The Committee shall determine the policies for:</p> <ul style="list-style-type: none"> Market Abuse Regulation and disclosure Share and security dealing Board and Committee diversity Document execution
Reporting and Other Matters	
19.	<p>Board</p> <p>The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its remit.</p>
20.	<p>Stakeholders</p> <p>The Committee Chair shall be responsible for engaging with stakeholders regarding the Committee's business, including matters such as</p> <ul style="list-style-type: none"> attending the Annual General Meeting of the Company and responding as appropriate to any shareholder questions on the Committee's activities engaging with investors and other relevant external parties on significant matters relating to the Committee's areas of responsibility preparing a report about its activities and recommending it to the Board for approval and inclusion in the Company's Annual Report to shareholders. The report should include all information required by applicable laws, regulations and statutory requirements maintaining a dialogue with key individuals involved in the Company's governance
21.	<p>Performance Review</p> <p>The Committee shall, at least once a year, review its own performance to ensure it is operating effectively and make or recommend as appropriate any changes it considers necessary.</p>

Authority	
23.	<p>Information</p> <p>The Committee is authorised to seek any information or assistance that it requires from any employee or contractor of the Company in order to perform its duties and all employees and contractors are directed to co-operate with any request made by the Committee. The Committee is authorised to have unrestricted access to Company documents and information.</p>
24.	<p>Resources and Advice</p> <p>The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.</p> <p>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 which includes authorisation to employ the services of search consultants and secure the attendance of any individuals with relevant experience and expertise at Committee meetings if it considers this necessary.</p>
25.	<p>Sub-Committees</p> <p>The Committee is authorised to establish and oversee any Sub-Committees or working groups which may be relevant to support the Committee's work.</p>