

# **Nomination Committee (“Nomco”)**

## **Terms of Reference**

### **Ryanair Holdings plc (the “Group”)**

#### **General Terms of Reference**

These terms of reference provide the framework within which Nomco shall operate. It is periodically reviewed against best practice in the area of corporate governance and is amended as appropriate. The terms of reference is reviewed and updated as necessary by Nomco, and approved by the Board of Directors.

#### **Membership**

- Members of Nomco shall be appointed by the Chairman of the Board (“Chairman”) in collaboration with Nomco.
- Nomco shall comprise of not less than three members, the majority of whom shall be independent non-executive directors of the Group. Members of the committee shall be appointed by the Board.
- Only Nomco members are entitled to attend meetings. Nomco may invite such other persons (e.g. other Directors, and external advisors) to its meetings, as it deems necessary.
- Appointments to Nomco shall be for a period of up to three years, which may be extended for two further three-year periods (i.e. nine consecutive years) or for such longer periods as the Board determines, provided that the majority of Nomco members remains independent.
- The Board of Directors shall appoint the Chair of Nomco, who shall be either the Chairman of the Board (the “Chairman”) or an independent non-executive director. The Chairman shall not chair Nomco when it is dealing with the matter of their succession.

#### **Secretary**

The Group CFO, or their nominee, shall act as the secretary of Nomco.

#### **Quorum**

A quorum of any meeting will be two members. A duly convened meeting of Nomco 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 Nomco.

## Meetings

- A meeting shall be held at least twice a year and, otherwise, as required for the proper performance of its functions.
- Meetings of Nomco shall be called by the Secretary at the request of the Chair of Nomco.
- During a reasonable period in advance of each meeting the Secretary shall circulate the agenda and supporting documentation to Nomco members.
- The Secretary will also be responsible for distributing the minutes of meetings promptly to all members of Nomco and to the Chairman.
- Members of Nomco should participate in every meeting of Nomco (either in person or via electronic or phone communications).
- The Chair of Nomco shall attend the Annual General Meeting to respond to any shareholder questions on Nomco's activities.

## Duties

The duties of Nomco are as follows:

- To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- To give full consideration to succession planning for the Board, taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore needed in the future, to oversee the development of a diverse pipeline for succession;
- To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- Before making an appointment, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation and the outcome of the Board's performance review, prepare a description of the role and capabilities required for a particular appointment.

In identifying suitable candidates Nomco shall:

- If required, use the services of external advisers to facilitate the search;
- Consider candidates from a wide range of backgrounds, recognising the benefits of diversity, inclusion and equal opportunity;
- Consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 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;

- Keep up to date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates;
- Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfill their duties; and
- 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 (if appropriate) and involvement outside Board meetings.

Nomco shall also make recommendations to the Board concerning:

- Plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman, Senior Independent Director and Group CEO (Executive Director);
- The re-appointment of any non-executive director, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- The membership of Board committees in consultation with the Chairs of the Committees;
- The retirement age for directors and its application;
- 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 Group subject to the provisions of the law and their service contract;
- Developments in law, regulation and best practice relating to corporate governance and make recommendations to the Board and the Committees on changes or additional actions as appropriate; and
- The appointment of any Director to executive or other office.

### **Reporting responsibilities**

- The Chair of Nomco shall report formally to the Board on its proceedings at least quarterly on all matters within its duties and responsibilities.
- Nomco shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- Nomco shall make a statement in the Group's Annual Report about its activities and the process used to make appointments (including the use of external advice or open advertising).

### **Authority**

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

- Engage independent counsel and other advisers as it deems necessary to carry out its

duties (the Group shall provide appropriate funding for the compensation of advisors).

- Have unrestricted access to members of management, employees and relevant information.
- At least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

*Reviewed and approved by Nomco on 5 March 2026 .*