

Governance

Nominations Committee report



Peter Ventress
Nominations Committee Chair

Introduction

I am pleased to present the Howden Joinery Group Plc Nominations Committee report for 2025. This report is divided into the following sections:

1. Key information at a glance
2. Activities of the Committee in 2025 and key activities in the year ahead
3. Composition and diversity
4. Succession
5. Evaluation

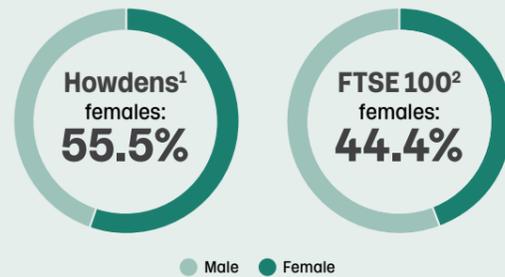
The Nominations Committee has been progressing a phased transition on Board succession and is pleased with the balance of gender, skills, experience, and background that the Board and its Committees now have. We have moved forward in terms of diversity of ethnicity but continue to keep our targets under review.

I look forward to answering any questions on the work of the Nominations Committee from shareholders at the AGM in May.

Peter Ventress
Nominations Committee Chair

Key information at a glance

Board gender diversity



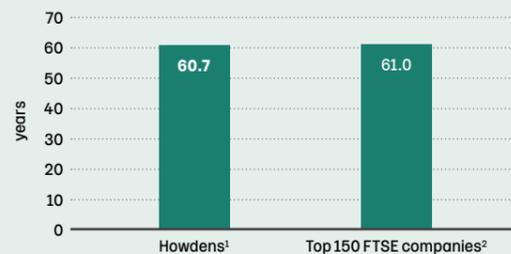
1 Figures correct as at 27 December 2025.
2 Figures derived from the FTSE Women Leaders Review (published February 2026).

Board ethnicity



1 Figures correct as at 27 December 2025.
2 Figures derived from the March 2025 Parker Review update 'Improving the Ethnic Diversity of UK Business'.

Board average age



1 Figures correct as at 27 December 2025.
2 Figures derived from the 2025 UK Spencer Stuart Board Index.

Key Committee activities in 2025

| Month | Activity |
|-----------|---|
| January | Non-Executive Director appointment • Tim Lodge |
| February | Committee meeting • Nomination Committee evaluation process and outcomes • Executive Committee and senior management succession update • Board recommendations for AGM elections • Boardroom Diversity Policy approval |
| May | Non-Executive Director retirement • Andrew Cripps |
| June | Executive Director (CFO) appointment • Jackie Callaway |
| September | Committee meeting • Non-Executive Director succession, including consideration of diversity, tenure and skills matrix • Executive succession planning and talent management • Externally facilitated Board evaluation approval • Review of Board Diversity Policy • 2026 Nominations Committee calendar • Nominations Committee Terms of Reference |

Committee meeting attendance in 2025

| | | |
|----------------|-------|--------------------|
| Peter Ventress | (2/2) | |
| Andrew Cripps | (1/1) | Retired 1 May 2025 |
| Roisin Currie | (2/2) | |
| Louis Eperjesi | (2/2) | |
| Louise Fowler | (2/2) | |
| Tim Lodge | (2/2) | |
| Vanda Murray | (2/2) | |
| Suzy Neubert | (2/2) | |

Board and Committee evaluation in 2025

Areas of focus:

- Role and operations of the Committee
- Composition
- Leadership
- Process and procedures

Methodology:

See page 100.

Outcomes:

- Review Non-Executive Director engagement with the business, to provide more insight on culture and operations.
- Review committee composition and cadence, to enable deeper topic exploration.
- Re-energise the Nominations Committee remit, centred on senior leadership pipeline and long-term skills planning.
- Build on strong management information control and assurance, to further enhance decision-making.
- Further strengthening of Board-level capability in emerging risk areas, including cyber, technology and AI.

Key Committee activities in the year ahead

- The Committee to recommend the election and re-election of all current Directors at the AGM on 7 May 2026.
- Executive Committee and senior management succession and talent planning.
- The Committee will undertake its review of skills, composition and size of the Board.
- Review of the Boardroom Diversity Policy.
- Board external evaluation planning.
- Review of the Committee's Terms of Reference.

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Nominations Committee report continued

Composition

Non-Executive Directors skills matrix

The Nominations Committee used a skills matrix when assessing its Non-Executive Director succession plans. The matrix highlights where the skills and experience of our Non-Executive Directors are particularly strong, where there are opportunities to further grow the Board’s collective knowledge, and to inform the Board’s future composition as Non-Executive Directors naturally rotate off the Board. The information below is correct at 25 February 2026.

| Skills and experience | Importance | Number of Non-Executive Directors | |
|---|------------|-----------------------------------|---------------------|
| | | Direct experience | Indirect experience |
| Industry/Sector | | | |
| Business-to-business | H | 6 | 1 |
| Manufacturing | H | 5 | 1 |
| Logistics, distribution and supply chain management | H | 4 | 3 |
| Consumer goods | H | 5 | 1 |
| Geographic exposure | | | |
| UK | H | 7 | 0 |
| Europe | M | 5 | 1 |
| Governance | | | |
| UK listed companies | H | 7 | 0 |
| Company chair experience | M | 3 | 1 |
| Remuneration Committee chair experience | M | 3 | 3 |
| Audit Committee chair experience | M | 2 | 3 |
| Senior independent director experience | M | 5 | 0 |
| Policy development | M | 6 | 1 |
| Technical | | | |
| Accounting and Finance | H | 2 | 4 |
| Audit | H | 2 | 3 |
| Executive management | H | 7 | 0 |
| Risk management | H | 6 | 1 |
| HR/Remuneration | M | 3 | 4 |
| E-commerce | M | 2 | 4 |
| Marketing | M | 5 | 1 |
| IT/Cyber security | H | 0 | 5 |
| Legal | M | 1 | 3 |
| Howdens-specific considerations | | | |
| Vertical integration | H | 5 | 1 |
| Multisite depot operation | H | 2 | 3 |

Importance

M Medium H High

Diversity

Board and Executive Committee diversity

UK Listing Rule (UKLR) 6.6.6R(9) requires that a company state whether it has met certain targets on diversity. These targets and whether the Company has met them as at the reference date¹ of 26 December 2025 are set out below. The Board confirms that no changes to the membership of the Board have occurred between the reference date and 25 February 2026 that have affected the Company’s ability to meet one or more of the targets.

| Target: | (i) At least 40% of the individuals on the Board of Directors are women. | (ii) At least one of the following senior positions on the Board of Directors is held by a woman: (a) the Chair; (b) the Chief Executive; (c) the Senior Independent Director; or (d) the Chief Financial Officer. | (iii) At least one individual on the Board of Directors is from a minority ethnic background. |
|--|--|--|---|
| Has the target been met by the Company? | The Company has met target (i). The Board is made up of 56% women at the reference date. | The Company has met target (ii) with both the Chief Financial Officer and Senior Independent Director being female. | The Company has met target (iii). Suzy Neubert is from an ethnic minority background. |

The data below is presented in accordance with UKLR 6.6.6R(10). The applicable reference date¹ for this data is 27 December 2025. To collect this data, the Company asked members of the Board and Executive Management² to complete a confidential and anonymous online survey.

Gender identity or sex:

| | Board Members | | Number of senior positions on the board (CEO, CFO, SID and Chair) | Executive Management ² | |
|---------------------------------|---------------|------------|---|-----------------------------------|------------|
| | Number | Percentage | | Number | Percentage |
| Men | 4 | 44.4% | 2 | 7 | 100% |
| Women | 5 | 55.6% | 2 | 0 | - |
| Not specified/prefer not to say | - | - | - | - | - |

Ethnic background:

| | Board Members | | Number of senior positions on the board (CEO, CFO, SID and Chair) | Executive Management ² | |
|--|---------------|------------|---|-----------------------------------|------------|
| | Number | Percentage | | Number | Percentage |
| White British or other White (including minority white groups) | 8 | 88.9% | 4 | 7 | 100% |
| Mixed/Multiple Ethnic Groups | - | - | - | - | - |
| Asian/Asian British | - | - | - | - | - |
| Black/African/Caribbean/Black British | 1 | 11.1% | - | - | - |
| Other ethnic group, inc. Arab | - | - | - | - | - |
| Not specified/prefer not to say | - | - | - | - | - |

1 The reference date follows the Company’s year end date. The Company operates a financial reporting calendar of 13 periods and therefore the year end date will change year-on-year.

2 ‘Executive Management’ means members of the Executive Committee (not including the Executive Directors) and the Company Secretary.

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Nominations Committee report continued

Composition continued

Group gender diversity

The Nominations Committee reviews the gender statistics shown in the table below. Where other data is available, this is presented to the Committee in order to determine whether there are any implicit diversity issues. The reference date for the data below is 27 December 2025.

| | Board of Directors | | Senior Management ¹ | | Grades 1 to 3 ² | | Group ³ | |
|-------|--------------------|-------|--------------------------------|------|----------------------------|-----|--------------------|-----|
| | Number | % | Number | % | Number | % | Number | % |
| Men | 4 | 44.4% | 7 | 100% | 144 | 75% | 8,069 | 70% |
| Women | 5 | 55.6% | 0 | - | 47 | 25% | 3,536 | 30% |

1 Members of the Executive Committee, excluding Executive Directors and including the Company Secretary.
 2 These are generally the direct reports of Senior Management and includes Grades 1 to 3 equivalents.
 3 Calculated on an individual basis, not on an FTE basis. Includes UK, France, Belgium, the Republic of Ireland, the Isle of Man, Jersey, and Guernsey.

Boardroom Diversity Policy

The Board recognises the importance of ensuring that there is diversity of perspective, background, and approach in its management team and on its Board. Since the business was established in 1995, it has sought to enable individuals to progress within the organisation regardless of age, gender, socio-economic background, sexual orientation, disability, or formal qualifications.

We believe that it is in the interests of the business and of its shareholders for us to build a Board whose membership is diverse in perspective and experience, as this facilitates better decision-making. We are also mindful of the outputs and recommendations from both the Parker Review and the FTSE Women Leaders Review when making appointments to the Board. The Board will target having at least one member from an ethnic minority, maintain a minimum female membership of 40% and have at least one woman director for one of the 'Big 4' roles (those being Senior Independent Director, Chair, CEO, and CFO) at all times.

The Nominations Committee will continue to seek diversity of mindset as well as of gender, race, ethnicity, and socio-economic background when considering new appointments, and it will continue to review this policy on an annual basis to ensure it remains appropriate. This policy shall also apply to each of the Audit, Nominations, and Remuneration Committees of the Board and we will ensure that at least 40% of members of each of these committees are female. More widely, we are committed to developing a long-term pipeline of executive talent that reflects the diversity of Howdens' business and its stakeholders.

As at 27 December 2025, 55.6% of Board members were women, the CFO and Senior Independent Director positions were held by women and one member of the Board from an ethnic minority group.

Group Diversity Policy

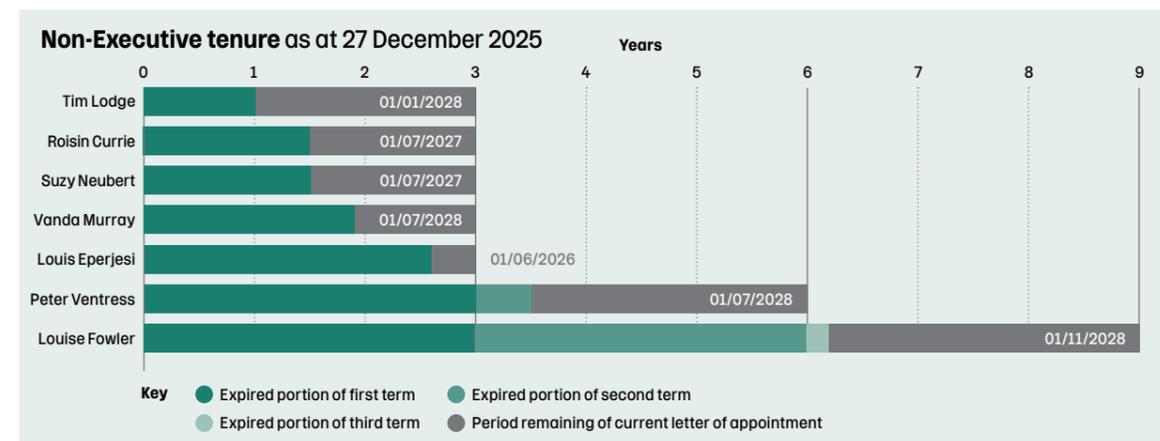
We want Howdens to be a place where everyone is welcomed and has the opportunity to thrive, being worthwhile for ALL concerned. We're committed to encouraging diversity, inclusion and equality amongst our workforce and to eliminating unlawful discrimination. We value the difference a diverse workforce brings and want each employee to be respected, able to be themselves and give their best. Howdens will aim to:

- Create a working environment free of bullying, harassment, victimisation and unlawful discrimination, promoting dignity and respect for all, and where individual differences and the contributions of all workers are recognised and valued regardless of background.
- Seek to ensure that no one is unlawfully discriminated against or harassed inside or outside the workplace (when dealing with customers, suppliers or other business contacts or when wearing Howdens branded clothing) and on work-related trips or events, including social events.
- Encourage equality, diversity, and inclusion in the workplace by providing training opportunities, booklets and toolkits and facilitating open conversations.
- Take seriously complaints of bullying, harassment, victimisation and unlawful discrimination by employees and other workers, customers, suppliers, visitors, the public and any others during the organisation's work activities.
- Make opportunities for training, development and progress available to all staff, who will be helped and encouraged to develop to their full potential, so their talents and resources can be fully utilised to maximise the efficiency of the organisation.
- Make decisions concerning employees based on merit, apart from those limited exemptions and exceptions set out under the Equality Act 2010.
- Ensure recruitment practices are fair and transparent and regularly updated to reflect changes in the law.
- Monitor the make-up of the workforce regarding information such as age, sex, ethnic background, sexual orientation, religion, or belief, so that we continue to meet the aims and commitments set out in this policy.

Succession

An integral part of the work of the Nominations Committee is to establish and maintain a stable leadership framework and to proactively manage changes and their impacts on the future leadership needs of the Company, in terms of both Executive and Non-Executive leadership. Ensuring the correct leaders are in place enables the organisation to compete effectively in the marketplace and therefore to meet its various obligations to its stakeholders.

As detailed in the rest of the report, the Nominations Committee has managed succession programmes for both the Board and senior management, which have ensured that the necessary skills, expertise and experience are present in the leadership of the organisation. The chart below shows the tenure of our Non-Executive Directors and the unexpired term of their service contracts, notwithstanding that all members of the Board stand for re-election by shareholders at each annual general meeting.



Board succession

The Nominations Committee regularly reviews the skills and expertise that are present on the Board and compares these to the expertise that it believes are required given the strategy, business priorities and culture of the organisation.

Since Howdens began trading in 1995, its core strategy has remained largely unchanged. The market, the size, and the stage of maturity of our organisation, however, have changed, and so our Board has needed to evolve through sensible and well-managed succession planning that does not compromise the stability of the Board.

Retirement

During the year, Andrew Cripps retired from the Board at the Annual General Meeting (AGM) in May 2025. He was succeeded in his role as Audit Committee Chair by Tim Lodge and of his Senior Independent Director duties by Vanda Murray.

Appointment

During the year, the Nominations Committee considered the appointment of Jackie Callaway to the Board. Tim Lodge was appointed to the Board in January 2025 and his appointment and induction was reported in the 2024 Nominations Committee report.

When making appointments to the Board, the directors consider the recommendation of the Nominations Committee. In all cases, an external search agency is used and they have regard to the skills matrix (on page 96) to identify opportunities to build on the current skill set of the Board. Longlisting and shortlisting processes are undertaken by the Nominations Committee and preferred candidates meet with all existing members of the Board and selected board advisors where appropriate.

Inductions

As reported in the Nominations Committee report in 2024, we provide tailored induction programmes for all new Non-Executive Directors who join the Howdens Board. These programmes include meeting key senior managers (such as members of the Executive Committee, the Director of Investor Relations, and Director of Risk and Assurance) and key advisors to the Company (such as the Board's pension advisors and external audit partner).

During 2025, Jackie Callaway was appointed CFO. As an Executive Director who was appointed externally, Jackie undertook an extensive programme of visits, meetings and hands-on training to introduce her in all aspects of Howdens' business and its unique culture. This included working in the Lakeside depot to understand firsthand how Howdens maintains its trusted relationships with its local builder customers and its differentiated service offering to the trade. Jackie spent time with the manufacturing and logistics teams to learn about the complexities of the operation and the commercial benefits of Howdens' vertical integration. She has visited the Group's international operations and spent time with all of the Group's support functions.

To provide an external viewpoint on Howdens, Jackie met with the external advisors to the Board during her induction programme, such as the external auditor and pensions advisors. Meetings were arranged with analysts and brokers who provided their views on the Howdens equity story.

Throughout her induction, Jackie has built relationships with internal and external stakeholders, and built the foundations for her future leadership.

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Nominations Committee report continued

Evaluation

In line with the Board's policy to undertake an external Board effectiveness review every three years, and following the 2023 and 2024 reviews which were undertaken internally using the BoardClic platform, the 2025 Board evaluation was conducted by Grant Thornton¹, an external third-party consultant. The methodology for the evaluation is set out below but the process utilised the BoardClic platform used previously. The platform allows collation of iterative, quantitative data on the Board's perceptions of its priorities, strategic objectives, and leadership, as well as governance structures and process, and also enables the Committee to benchmark its review data against other boards.

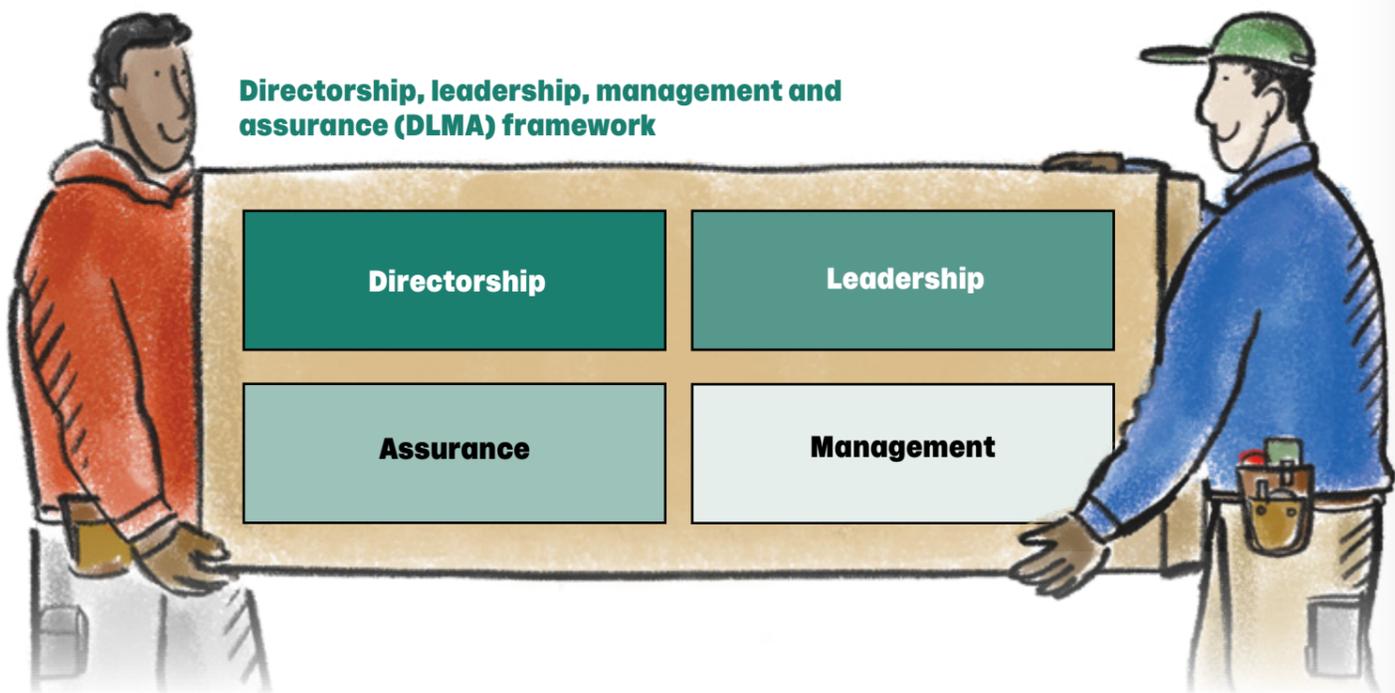
¹ Grant Thornton do not have any other business relationship with the Company or with any member of the Board.

Methodology

The process is outlined below:

- The review of the Howdens Board was conducted following briefings from the Chair, CEO and Company Secretary.
- Observation of the Board and Committee meetings on 5 November and 6 November 2025.
- Interviews were conducted with all members of the Board and the Company Secretary to consider their views.
- Surveys were conducted with all Board members using the BoardClic platform. The Company had used this platform for its last two internal evaluation reviews and the results were viewed in the context over the three-year cycle.
- The conclusions of the evaluation, including the observations and recommendations, were presented to the Chairman.
- The detailed report and main observations were presented to the Board in February 2026 by the Chairman.

The performance of the Howdens Board was assessed through the lenses of directorship, leadership, management and assurance (DLMA), as well as Board dynamics and governance. Alignment with the UK Corporate Governance Code 2024 and the Companies Act 2006 (Sections 171-177) was also considered.



Evaluation conclusions

The evaluation concluded that the Howdens Board continues to operate from a position of strength, showing high levels of effectiveness, cohesion and commitment. It maintains a clear connection to Howdens' entrepreneurial culture and operationally geared model, providing strong oversight and stewardship through recent changes. The Chair and CEO work well in partnership and are highly respected which underpins high-quality Board discussion and dynamics.

Interviews and observations with the Board indicated that there was an opportunity to deepen long-term strategic discussion and extend the horizon beyond a five-year plan. This was not regarded as a capability issue, but an opportunity to create more defined space and focus in the Board's agenda and monitoring.

The Howdens Board was considered in a healthy short- to medium-term balance within the DLMA model, with particular strength in Management and Assurance, and strong Executive Leadership. It was also concluded that it was highly effective in stewarding near-term strategy while maintaining robust control without constraining entrepreneurial culture.

Recommended areas for development and actions going forward

Following the review, the Board will:

- Review Non-Executive Director engagement with the business, to provide more insight on culture and operations.
- Review committee composition and cadence, to enable deeper topic exploration.
- Re-energise the Nominations Committee remit, centred on senior leadership pipeline and long-term skills planning.
- Build on strong management information control and assurance, to further enhance decision-making.
- Further strengthening of Board-level capability in emerging risk areas, including cyber, technology and AI.

Influence on Board composition

There were no matters arising from the evaluation which will influence the composition of the Board in the short term.

By order of the Board

Peter Ventress
Nominations Committee Chair

25 February 2026