THE EUROPEAN SMALLER COMPANIES TRUST PLC

Terms of Reference of the Nomination Committee

Constitution
The Committee is constituted by the Board of Directors and assists the Board in meeting its responsibilities for ensuring that the Board retains an appropriate balance of skills, experience and diversity, has a formal rigorous and transparent approach to the appointment of directors and maintains an effective framework for succession planning.

Membership and meetings

1. The Committee shall comprise the Chairman and all directors of the Company independent of the Manager.

2. A quorum shall be any two members of the Committee.

3. The Committee shall meet at least on an annual basis, or more often as required. Meetings of the Committee shall be called by the secretary at the request of the Committee Chairman or any of its members.

4. The Chairman of the Committee is the Chairman of the Board or such other director as the Board determines. The Chairman shall not chair the Committee when choosing his successor, at which time another independent non-executive director will chair the meeting.

5. The Company Secretary or their nominee shall act as the Secretary of the Committee. The Secretary will ensure that the Committee receives information in a timely manner and minute the proceedings and decisions of all Committee meetings. The minutes shall be circulated to all members of the Committee.

Engagement with shareholders

6. The Committee Chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities and be available to shareholders wishing to engage on significant matters related to the Committee's areas of responsibility.

Duties
The Committee's duties are:

7. <u>Board Composition</u>

   a) to review on an annual basis the structure, size and composition (including the knowledge, skills, diversity and experience) of the Board, and make recommendations to the Board with regard to any changes;

   b) to keep under regular review the leadership needs of the Company, to ensure the continued ability to compete effectively in the marketplace;

   c) to give full consideration to succession planning, taking into account challenges/ opportunities facing the Company, and the skills and expertise needed on the Board in the future;

   d) to develop, if appropriate, and periodically review any objectives which may be established for the implementation of diversity on the Board and monitor progress toward the achievement of those objectives;

e) to review the outcomes of the annual evaluation of the effectiveness of the Board, its committees and individual directors, making recommendations to the Board where necessary;

8. Appointment of Directors

a) to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;

b) to evaluate the balance of knowledge, skills, experience and diversity on the Board prior to making an appointment and, in the light of this evaluation, prepare a description of the role and capabilities required;

c) to consider the process to be followed in making appointments, that is the use of external advice, open advertising or other methods;

d) to consider candidates from a wide range of backgrounds and assess their ability to commit sufficient time to the role taking account of their other appointments and potential conflicts of interest;

e) to ensure that on appointment to the Board, 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;

9. Independence and time commitment

a) to review on an annual basis the time required from each non-executive director;

b) to review the independence of the non-executive directors; and

c) to review the Directors' Conflicts of Interest register, making recommendations to the Board where these may require renewal;

Reporting responsibilities

10. The Committee Chairman shall report to the Board on its proceedings after each meeting.

The Committee shall:

11. make a statement in the annual report concerning its activities, the process used for making appointments and explain if external advice or open advertising has not been used; and

12. keep these terms of reference under regular review, making them available to explain its role and the authority delegated to it by the Board.

Recommendations to Board

The Committee shall make recommendations to the Board concerning:

13. the re-appointment of directors at the conclusion of their specified term of office, the re-election by shareholders of directors and any matters relating to the continuation in office of any director at any time;

14. the suitable candidates for membership of Board Committees and the role of Senior Independent Director if one is to be appointed.

Authority
The Committee is authorised to:

15. seek any information it requires from employees of the investment manager, as appropriate, in order to perform its duties; and

16. obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

(approved on 24 November 2025)