

FERGUSON PLC
(the “Company”)

NOMINATIONS & GOVERNANCE COMMITTEE CHARTER

The Nominations & Governance Committee (the “Committee”) is a committee of the Board of Directors of the Company (the “Board”). The Committee’s primary purpose is to identify and recommend to the Board qualified candidates for nomination as members of the Board and its committees consistent with criteria approved by the Board, to develop and recommend to the Board the corporate governance principles applicable to the Company and to oversee the evaluation of the Board and executive officers.

1. Membership

- 1.1 The Committee shall be comprised of a Chairperson and at least two other members. The members of the Committee shall be appointed by the Board based on the recommendation of the Committee and shall consist solely of members who are independent members of the Board as defined by the New York Stock Exchange (“NYSE”) listing standards and any additional standards imposed under U.S. securities laws and the rules and regulations of the Securities and Exchange Commission. Subject to the foregoing independence requirement, the Board’s Chairperson, or lead independent director if the Chairperson is not an independent director, shall be a member of the Committee. The Board shall appoint the Committee Chairperson on the recommendation of the Committee.
- 1.2 The Committee may ask management and advisors to attend meetings either regularly or by invitation. However, the invitees have no right of attendance and the Committee shall meet regularly without such individuals present.
- 1.3 The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

2. Meetings

- 2.1 The Company Secretary shall act as the Secretary of the Committee (the “Secretary”).
- 2.2 The Committee shall meet at such times as the Chairperson of the Committee shall require. The agenda for Committee meetings shall be prepared by the Secretary and approved by the Committee Chairperson, and the Secretary shall circulate such agenda and the materials for the meeting in advance of the meeting. The Secretary shall keep minutes of the Committee’s proceedings.
- 2.3 Meetings of the Committee shall be called by the Secretary at the request of the Committee’s Chairperson, the Board Chairperson or a majority of the members of the Committee.
- 2.4 The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other electronic means), action without meeting, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

2.5 In the absence of the Committee Chairperson, the remaining members shall elect one of their members to chair the meeting. The Chairperson of the Committee shall not chair a Committee meeting or such portion of a Committee meeting dealing with matters related to the Chairperson.

3. Duties

3.1 The Committee shall:

- (a) annually review the structure, size and composition of the Board, including the tenure and experience (including skills, knowledge, independence, qualifications and diversity) of the members of the Board, and make recommendations to the Board with regard to any changes that are deemed necessary. This will include keeping under review the Board policy on diversity;
- (b) develop and recommend to the Board for approval a succession plan for the Company's chief executive officer ("CEO") and chief financial officer ("CFO"), review each succession plan periodically, develop and evaluate potential candidates for CEO and CFO and recommend to the Board any changes to and any candidates for succession under such succession plans;
- (c) receive reports from the CEO on: succession plans for executive officers other than the CFO; the roles, skills, knowledge, diversity and experience required by the Company's business in the future; and the plans in place to develop senior management and build up required capabilities, provided, however, that the Committee need not receive such reports if such matters are reported directly to the Board;
- (d) be responsible for identifying and nominating, for the Board's approval, candidates qualified to become Board members consistent with criteria approved by the Board and recommending to the Board candidates for lead independent director and for the membership and chairpersons of the formally constituted Board committees;
- (e) select, or recommend that the Board select, director nominees for the next annual general meeting of shareholders;
- (f) be responsible for recommending the removal of any director for the Board's approval;
- (g) develop and recommend to the Board an annual self-evaluation process of the Board and its formally constituted committees, and oversee the annual self-evaluation process to determine whether the Board and such committees are functioning effectively and in accordance with their respective charters, the Company's Corporate Governance Guidelines, applicable law and NYSE listing standards. The Committee will report the conclusions and any recommended improvements to the Board and, at least once every three years, ensure the self-evaluation of the Board's effectiveness is facilitated by a third party;
- (h) periodically, and at least annually, assess the qualifications of individual members of the Board, and oversee the evaluation of the Company's executive officers, and report to the Board;

- (i) assume a leadership role in shaping the corporate governance of the Company, which shall include: (i) receiving reports and recommending action to the Board, as appropriate, on corporate governance trends and regulatory developments and the views of the Company's shareholders, including shareholder proposals properly submitted, and (ii) assessing the Company's Corporate Governance Guidelines and Board committee charters and recommending changes to the Board; and
- (j) be responsible for providing oversight of the Company's environmental, social and governance ("ESG") disclosure framework and related public disclosures, including the Company's ESG Report.

4. Other Matters

- 4.1 The Committee shall report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate.
- 4.2 The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as any such subcommittee is comprised entirely of independent directors and has a written charter.
- 4.3 The Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfilment of its duties under this Charter. The Committee shall have the sole authority to set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications. Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.
- 4.4 The Committee shall, at least once a year, evaluate its own performance and report the Committee's conclusions to the Board in connection with its responsibilities under paragraph 3.1(g) of this Charter.
- 4.5 This Charter shall be reviewed and reassessed periodically by the Committee and any proposed changes shall be submitted to the Board for approval.

Approved by the Board: July 28, 2022

Effective: August 1, 2022