Terms of Reference of the Nomination Committee Adopted by Focusrite plc (the "Company") as revised and adopted on 24 September 2026.

1. General Principles and Membership

1.1. The purpose of the Nomination Committee is to ensure that the board of directors of the Company (the "Board") consists of members with the range of skills and qualities to meet its principal responsibilities in a way which ensures that the interests of stakeholders are protected and promoted, and the requirements of the AIM Rules for Companies are complied with. These Terms of Reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee, for compliance with UK guidance on corporate governance applicable to the Company and to assist the Nomination Committee in achieving best practice in corporate governance for the Company.

1.2. Members of the Nomination Committee shall be appointed by the Board, either acting on its own or, where appropriate, on the recommendation of the Nomination Committee.

1.3. The Nomination Committee must comprise of a minimum of three members, the majority of whom must be independent non-executive directors of the Company.

1.4. The Board, through the Nomination Committee, considers the selection and re-appointment of directors.

1.5. This procedure is not exhaustive and may be varied depending on the circumstances of the Company at the particular time.

1.6. Membership of the Nomination Committee can be varied at any time by a majority resolution of the existing members of the Nomination Committee subject to paragraph 1.2 and 1.3.

1.7. Appointments to the Nomination Committee shall be for a period of up to three years, which may be extended for two further three-year periods and then for such period(s) as the Board may consider appropriate, taking into account the advice of the Nomination Committee.

2. Chair

2.1. Ian Barkshire shall be the chair of the Nomination Committee and shall accordingly chair meetings of the Nomination Committee, unless a majority of the other members of the Nomination Committee shall decide otherwise on a vote.

2.2. In the absence of the chair of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meetings of the Nomination Committee.

3. Secretary

3.1. Such person as the Board may determine from time to time shall be the secretary of the Nomination Committee.

3.2. The secretary of the Nomination Committee or their nominee shall attend meetings of the Nomination Committee to take minutes.

3.3. In the absence of the secretary of the Nomination Committee, the members present at a meeting of the Nomination Committee shall elect another person to act as the secretary for the purposes of that meeting.

4. Quorum

4.1. The quorum necessary for the transaction of business of the Nomination Committee shall be two members both of whom must be independent non-executive directors of the Company.

4.2. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Nomination Committee shall not be counted towards the quorum and they must abstain from voting on any resolution of the Nomination Committee in which they and/or their associates have a material interest.

4.3. A duly convened meeting of the Nomination Committee 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 the Nomination Committee.

5. Frequency of meetings

5.1. The Nomination Committee shall meet at least once a year and at such other times as required.

6. Attendance at meetings

6.1. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other telephonic and/or electronic means of communication.

6.2. Should any member of the Nomination Committee wish to attend a meeting through telephonic and/or electronic communications, prior arrangements shall be made with the secretary of the Nomination Committee.

6.3. Other than members of the Nomination Committee, other directors and external advisers may be invited to attend all or part of any meeting as and when appropriate. However no director shall be involved in any decision or be present at any discussions as to their own appointment.

7. Notice of meetings

7.1. Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee at the request of any of its members.

7.2. Unless otherwise agreed, notice of each meeting confirming the venue or alternative means of communication, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, and to any other person required to attend, within a reasonable time prior to the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate within a reasonable time prior to the date of the meeting.

7.3. Any member of the Nomination Committee shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

8. Voting

8.1. Each member of the Nomination Committee shall have one vote which may be cast on matters considered at a meeting of the Committee. Votes can only be cast by members attending a meeting of the Nomination Committee.

8.2. Save where they have a personal interest, the chair of the Nomination Committee will have a casting vote.

8.3. The chair of the Nomination Committee may ask any attendees of a Nomination Committee meeting to leave the meeting to allow discussions of matters relevant to them.

9. Minutes of meetings

9.1. The secretary of the Nomination Committee (or their nominee) in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.

9.2. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes, and reports of the Nomination Committee, to all members of the Nomination Committee and be available to all members of the Board.

9.3. Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or director at any reasonable time on reasonable notice.

10. Annual general meeting

10.1. The chair of the Nomination Committee shall attend the AGM of the Company and be prepared to respond to any shareholder questions on the Nomination Committee's activities.

10.2. The Nomination Committee shall make a statement in the annual report detailing its activities including the process used for Board appointments, if applicable, and, if there was a Board evaluation exercise, a description of how this was carried out, the evolution of such process from the previous Board evaluation exercise, the results of the evaluation and actions taken or planned as a result.

11. Duties

11.1. The Nomination Committee shall be responsible for:

11.1.1. identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise;

11.1.2. before making an appointment, evaluating the Company's business plan and strategy, the balance of skills, knowledge, experience and diversity of both the senior management team and the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;

11.1.3. in so far as it is practicable, establishing a diverse pipeline implementing plans for the orderly succession of appointments to the Board;

11.1.4. for succession that will enable the Committee to consider candidates from a wide range of backgrounds;

11.1.5. considering candidates on merit and objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;

11.1.6. using open advertising or the services of external consultants to facilitate the search for candidates;

11.1.7. giving full consideration to succession planning in the course of its work, including for emergency and crisis situations, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed for both senior management appointments and the Board, reporting to the Board as required;

11.1.8. keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

11.1.9. preparing a job specification for the appointment of directors, including the Chairman of the Company, when required including the time commitment expected. A proposed director's other significant commitments should be disclosed to the Board before appointment and any changes reported as they arise;

11.1.10. regularly reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and making recommendations to the Board with regard to any changes as required;

11.1.11. keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to operate effectively;

11.1.12. supporting the Chairman of the Company in taking necessary steps to remove underperforming executive directors or non-executive directors including the chair of the Nomination Committee;

11.1.13. making a statement in the annual report about its activities including, if relevant, the process used for appointments and explaining if external advice or open advertising has not been used;

11.1.14. ensuring 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 and involvement outside Board meetings;

11.1.15. considering the re-appointment of any non-executive director at the conclusion of their specified term of office or retiring in accordance with the Company's Articles of Association;

11.1.16. considering any matter relating to the continuation in office of any director at any time;

11.1.17. before appointing a director, requiring the proposed appointee to disclose any other business interest that may result in a conflict of interest and requiring him or her to report any future business interests that could result in a conflict of interest;

11.1.18. conducting and reviewing the results of the annual board performance evaluation exercises in so far as they relate to the composition of the Board;

11.1.19. ensuring that on appointment to the Board, executive directors enter into a formal service agreement that sets out clearly their duties, outside interests, permissions and the main terms and conditions of employment;

11.1.20. keeping under review the circumstances surrounding any authorisations of Directors' conflicts given by the Board under s175 Companies Act 2006 and making recommendations to the Board regarding any alterations to those authorisations that become necessary or desirable in the light of changing circumstances, and to keep under review the policies and procedures which the Board has in place for granting such authorisations; and

11.1.21. making recommendations from time to time to the Board regarding:

11.1.21.1. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive of the Company;

11.1.21.2. the re-election by shareholders of any director under the annual re-election provisions in the Company's Articles of Association or as required by law, having given due regard to:

11.1.21.2.1. their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required, and

11.1.21.2.2. their contribution to the Company's long-term sustainable success in the light of the skills, experience and knowledge required, and

11.1.21.2.3. the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chairman and the Board as a whole;

11.1.21.3. the appointment of any director to executive or other office including to the positions of Chairman or Chief Executive Officer;

11.1.21.4. suitable candidates for the role of Senior Independent Director;

11.1.21.5. the re-appointment of any non-executive director at the conclusion of their specified term of office;

11.1.21.6. any matter 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 Company subject to the provisions of the law and their service contract; and

11.1.21.7. the membership of the audit and remuneration and any other Board committees as appropriate, in consultation with the chairs of those committees.

12. Reporting responsibilities

12.1. The chair of the Nomination Committee shall report to the Board on proceedings after each meeting on all matters within its duties and responsibilities.

12.2. The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

13. Other

13.1. The Nomination Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13.2. The Nomination Committee shall have access to sufficient resources in order to carry out its duties and functions. In the event that the Nomination Committee determines that it has insufficient resources, it may make a request for additional resources to the Chief Executive Officer. If the request for additional resources is denied, the Nomination Committee may, if it

chooses, make a request to the Board. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.

13.3. The Nomination Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

13.4. The Nomination Committee shall, while carrying out the duties specified in Paragraph 11, have regard to their duties as Directors of the Company, including their duties under the Companies Act 2006, all other relevant law and regulation and, as applicable, to the UK Corporate Governance Code or the provisions of the QCA code for smaller quoted companies and associated guidance.

13.5. In the event that the Nomination Committee or any member of the Nomination Committee requires access to independent professional advice in connection with their duties, a request may be made to Chief Executive Officer. All such requests shall be processed in accordance with any pre-defined procedures for seeking independent professional advice at the Company's expense.