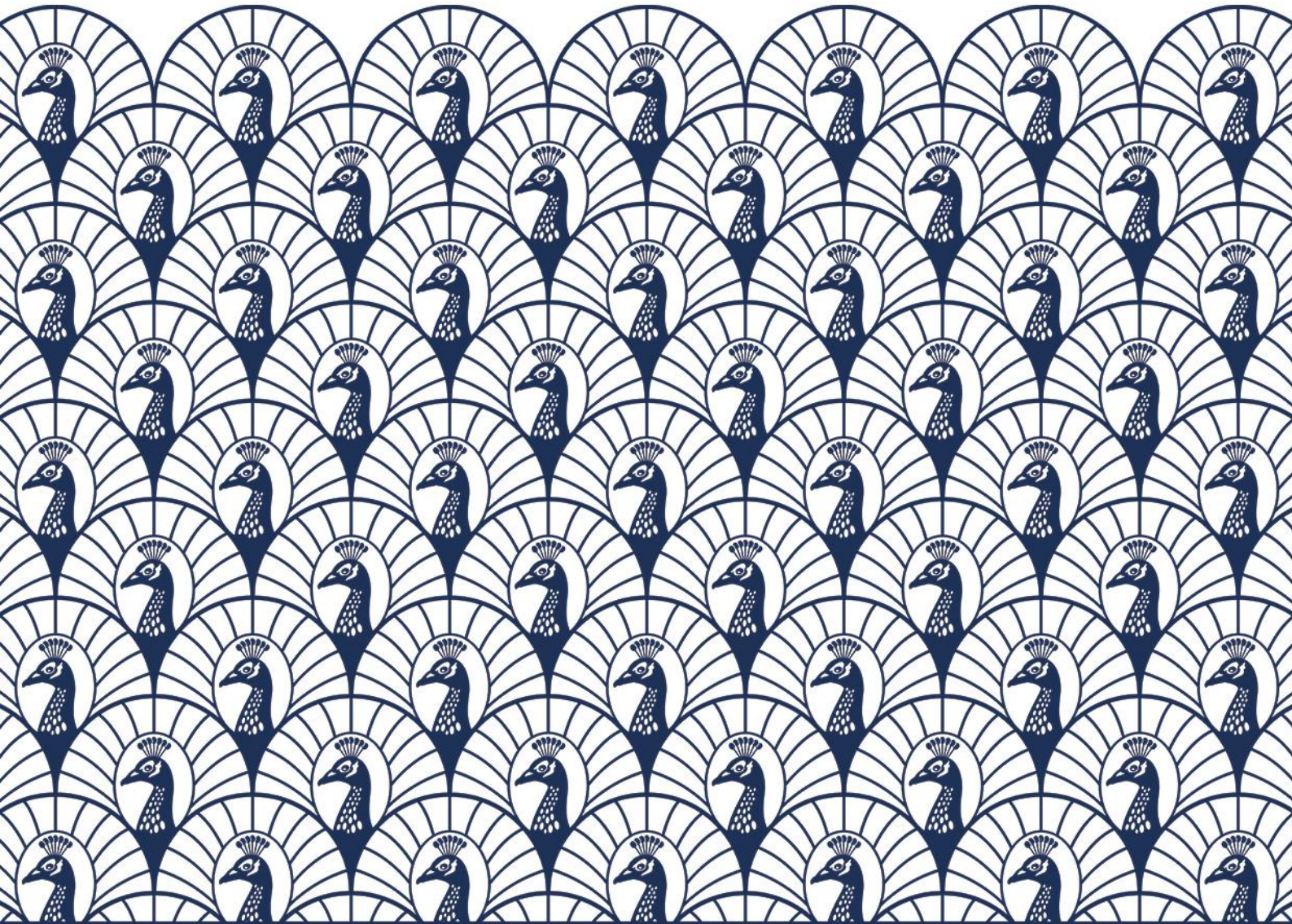




ARBUTHNOT LATHAM

Bankers since 1833



## AL Board Terms of Reference

Approved by the AL Board – 17 November 2020

## AL Board Terms of Reference

<b>Chairperson</b>	<b>Sir Henry Angest, Chairman</b>
<b>Secretary</b>	Nick Jennings, Company Secretary
<b>Members</b>	<p>Andrew Salmon, Chief Executive</p> <p>James Cobb, Finance Director and Deputy Chief Executive</p> <p>Dan Dagg, Chief Operating Officer</p> <p>Stephen Fletcher, Deputy Chief Executive</p> <p>Richard Gabbertas, Non-Executive Director</p> <p>Stephen Kelly, Chief Risk Officer</p> <p>Sir Michael Peat, Non-Executive Director</p> <p>Angela Knight, Non-Executive Director</p> <p>Paul Marrow, Non-Executive Director</p>
<b>Meetings</b>	The Board will usually meet at least six times a year in February, March, May, July, September and November.
<b>Scope</b>	<p>The Board will act as the general forum for oversight of the business. It will regularly consider the following issues:</p> <ul style="list-style-type: none"> <li>• Business Strategy;</li> <li>• Corporate Governance and Statutory Obligations;</li> <li>• Financial Performance;</li> <li>• Risk; and</li> <li>• Matters reserved to the Board.</li> </ul> <p>In particular, it will provide a forum for independent challenge from the Non-Executive Directors, ensuring adherence to the Arbuthnot Principles and the culture and values deriving therefrom.</p>
<b>Main Responsibilities</b>	<p>The Schedule of Reserved Matters covered by the Board of Arbuthnot Latham &amp; Co., Limited (“AL”), delegated as appropriate to its committees, is as follows:</p> <ul style="list-style-type: none"> <li>• To receive and consider reports from executive directors on the operation and performance of AL and its business, in the form requested by the Board from time to time;</li> <li>• Appointment and removal of Directors;</li> <li>• Approval of the Annual Report and Accounts;</li> </ul>

- Approval of the Annual Budget;
- Approval of the overall strategy of AL and its business;
- Approval of the risk appetite of AL and its business;
- Approval of the ILAAP and ICAAP;
- Approval of the Resolution Plan and Recovery Plan;
- Approval of the CASS Resolution Plan;
- Review of material changes to the key policy documents as set out in the '**Document Library, AL Key Policies**' section of Convene (and any other document(s) as requested by any director from time to time);
- Annual review of the Management Responsibility Map and Material Risk Takers;
- Approval of the terms of reference of the Audit Committee, Assets and Liabilities Committee, Credit Committee, Investment Committee, Nomination Committee, Policy Committee, Remuneration Committee and Risk Committee;
- Approval of the Money Laundering Reporting Officer's Annual Report;
- Approval of acquisitions and disposals of subsidiaries, associated companies and businesses;
- Changes in strategic direction, cessation of business streams and formation of new ones;
- Appointment and removal of the Company Secretary; and
- Review of its Terms of Reference and its effectiveness on an annual basis, making changes as appropriate.

Management of the day-to-day business activities of AL and its subsidiaries from time to time is otherwise delegated to the Chief Executive, the Finance Director and Deputy Chief Executive, the Deputy Chief Executive, the Chief Risk Officer and the Chief Operating Officer, together with other applicable committees.