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ARBUTHNOT LATHAM  
*Private Bankers*  
Since 1833

## Nomination Committee Terms of Reference

Arbuthnot Latham & Co., Limited

Approved by the AL Board

20 November 2019

## Nomination Committee Terms of Reference

<b>Chairman</b>	<b>Sir Henry Angest, Chairman</b>
<b>Secretary</b>	Nicole Smith, Head of Corporate Governance
<b>Members</b>	Paul Marrow, Non-Executive Director Sir Michael Peat, Non-Executive Director Angela Knight, Non-Executive Director  All members of the Committee must be Non-Executive Directors
<b>Quorum</b>	Two members, one of whom must be the Chairman or his chosen alternate.
<b>Invitees</b>	As decided by the Chairman of the Committee but may include the Chief Executive, the Finance Director and Deputy Chief Executive, the Deputy Chief Executive, the Chief Risk Officer, the Chief Operating Officer, and the Head of HR, together with any external advisers.
<b>Meetings</b>	The Committee will normally meet at least once per year, or more frequently where necessary.
<b>Delegated Authority</b>	The Board of Arbuthnot Latham & Co. Limited (AL), authorises the Nomination Committee, within the scope of its responsibilities, to: <ul style="list-style-type: none"> <li>• Exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.</li> <li>• Examine any activity within its terms of reference.</li> <li>• Seek any information that it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.</li> <li>• Obtain, at AL's expense (subject to reasonable costs), legal or other independent professional advice on any matter within its terms of reference.</li> </ul>
<b>Main Responsibilities</b>	The responsibilities of the Committee are set out below: <ul style="list-style-type: none"> <li>• To review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the board with regard to any changes.</li> <li>• Lead the process for Board appointments.</li> <li>• Ensure plans are in place for orderly succession to both the Board and senior management positions.</li> <li>• Oversee a diverse pipeline for succession.</li> </ul>

- In consultation with the Chief Executive, the Finance Director and Deputy Chief Executive, and the Deputy Chief Executive to give full consideration to succession planning for directors and other senior executives in the course of its work (taking into account the Board Diversity Policy and the Board Suitability Policy) in the context of the challenges and opportunities facing AL, and any necessary skills and expertise required from time to time.
- To be responsible for identifying and nominating for approval board candidates, to fill board vacancies as and when they arise, having evaluated the balance of skills, knowledge and experience on the board, and assessed possible conflicts of interest following relevant disclosures.
- To review annually the time required from non-executive directors, evaluating whether non-executive directors are spending enough time to fulfil their duties.
- To ensure that on appointment to the board, non-executive directors receive a formal letter of appointment, and executive directors receive a formal service contract.
- To work and liaise as necessary with other board committees.
- To make recommendations to the board concerning:
  - formulating plans for succession for both executive and non-executive directors;
  - membership of the Audit and Remuneration Committees, and any other board committees as appropriate, in consultation with the Chairmen of those committees;
  - the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board;
  - the re-election by shareholders of any director under the “retirement by rotation” provisions in AL’s articles of association;
  - any matters 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 AL subject to the provisions of the law and their service contract; and
  - the appointment of any director to executive or other office, provided that in the event that the Committee does not agree unanimously on a recommendation, the dissenting member shall have the opportunity to present his recommendation to the board, prior to any final decision being made by the board.
- To consider such other matters as may be requested by the board of directors.