

THE BANKERS INVESTMENT TRUST PLC

Terms of Reference for the Nomination Committee

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board and shall be made up of at least three directors, the majority of whom shall be independent non-executive directors.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors, representatives of Henderson Global Investors and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the 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 Committee.

4. Frequency of Meetings

- 4.1. The Committee shall meet at least annually and at such other times as the Chairman of the Committee shall require.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

6. Annual General Meeting

- 6.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

7. Duties

- 7.1. The Committee shall:

- 7.1.1. regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;

- 7.1.2. give full consideration to succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
 - 7.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
 - 7.1.4. before appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.
 - 7.1.5. keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - 7.1.6. review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
 - 7.1.7. ensure 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.
- 7.2. The Committee shall also make recommendations to the Board concerning:
- 7.2.1. formulating plans for succession for directors and in particular for the key role of Chairman
 - 7.2.2. suitable candidates for the role of Deputy Chairman;
 - 7.2.3. membership *and chairmanship of the other Board Committees*;
 - 7.2.4. 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 in the light of the knowledge, skills and experience required;
 - 7.2.5. the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; *and*
 - 7.2.6. any matters relating to the continuation in office of any director at any time.

8. Reporting Responsibilities

- 8.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. Authority

- 9.1. The Committee is authorised to seek information it requires from employees of Henderson Global Investors, as appropriate, in order to perform its duties.

- 9.2. The Committee is authorised to obtain, at the Company’s expense, outside legal or other professional advice on any matters within its terms of reference.
