

## **RIT Capital Partners plc**

### **Nominations Committee Terms of Reference**

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#### **Constitution:**

1. The Nominations Committee was constituted by resolution of the Board dated 17 March 2004.

#### **Membership:**

2. The Committee shall be appointed by the Board. A majority of members of the Committee shall be independent non-executive directors of the Company. The Committee shall consist of not less than two members. A quorum shall be two members, at least one of whom must be an independent non-executive director.
3. The Chairman of the Committee shall be appointed by the Board. In his absence, the remaining members present shall decide which of their number shall chair a Committee meeting. The Chairman shall not be entitled to a casting vote.

#### **Attendance at meetings:**

4. The Company Secretary shall be Secretary of the Committee and be responsible for maintaining records of its membership, business and advice received by the Committee.
5. The Secretary may attend meetings at the invitation of the Committee.
6. Other board members and advisers may attend if invited by the Committee.

#### **Frequency of meetings:**

7. Meetings shall be held not less than once a year, and where appropriate should be prior to the proposal of any director for election or re-election by shareholders.
8. Any member of the Committee may request a meeting if necessary.

#### **Authority:**

9. The Committee is authorised by the Board at the expense of the Company to:
  - a. investigate any activity within its terms of reference; and
  - b. obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

## Responsibilities:

10. The Committee should:
  - a. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
  - b. before an appointment is made by the Board, approve a description of the role and capabilities required for a particular appointment, taking account of the existing balance of skills, knowledge and experience on the Board. In identifying suitable candidates, the Committee:
    - may use open advertising and/or external advisers to assist in identifying suitable candidates;
    - with due regard for the benefits of diversity on the Board, including gender;
    - shall consider candidates from a wide range of backgrounds; and
    - shall consider candidates on merit against objective criteria.
  - c. be responsible for ensuring that, on appointment, non-executive directors receive a formal letter of appointment and appropriate training and that an annual performance evaluation of the non-executive directors is made;
  - d. give consideration to succession planning and identify the skills and expertise needed on the board in the future;
  - e. regularly review the structure, size and composition (including the diversity, skills, knowledge and experience) of the Board and make recommendations to the Board, with regard to any changes having due regard to the need for progressive refreshing of the Board and its committees;
  - f. be responsible for recommending to the Board suitable candidates for the position of Senior Independent Director;
  - g. be responsible for arranging or conducting annual performance evaluations of the Chairman, the Senior Independent Director, the executive and non-executive directors, together with the Board and each of its permanent committees;
  - h. monitor and review the membership of the Audit and Risk Committee, the Conflicts Committee, the Remuneration Committee and the Valuation Committee in consultation with the chairmen of those committees;
  - i. make a statement in the Annual Report about its activities, the membership of the Committee, numbers of Committee meetings and attendance of members over the course of the year; and

- j. to consider other topics, as defined by the Board.

**Reporting procedures:**

11. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, and the Chairman of the Committee or, as a minimum, another member of the Committee, shall attend the board meeting at which any proposals for the election or re-election of directors are to be considered.
12. The Committee's duties and activities during the year shall be disclosed in the annual financial statements, including its approach to appointments and succession planning and how both support developing a diverse pipeline.
13. The Chairman shall attend the AGM and shall answer questions, through the Chairman of the Board as appropriate, on the Nominations Committee's activities and its responsibilities.
14. Matters considered by the Committee that are within the remit of another Board committee shall be communicated to the relevant Committee Chairman by the Secretary.