

NOMINATION COMMITTEE

1. **The Committee's Role**

The Committee has responsibility for:

- Identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise.

2. **Membership and Meetings**

The members of the Committee shall be the Chairman and the non-executive directors, namely Francesca Ecsery, Gavin Oldham, Gareth Thomas and Richard Tolkien.

The Chairman of the Committee shall be the Chairman of the Board.

The quorum of the Committee shall be two members.

Only members have the right to attend committee meetings: other individuals may be invited to attend all or any part of any meeting, as appropriate. The CEO will generally attend the entire meeting. Similarly, The Share Centre's Head of HR will generally attend all of the meeting.

Meetings shall be held not less than twice a year and normally in March and October.

3. **Responsibilities**

- To identify and document risk takers/code staff (as required by FCA Remuneration Code SYSC 19A for IFPRU Investment Firms or other equivalent regulation) and to review this on a regular basis.
- To make Code disclosures easily accessible and to update these at least annually.
- To review the annual directors' nomination report for inclusion in the Annual Report.
- To regularly review the structure, size and composition (including the skills, knowledge, independence, experience and diversity) of the Board and to make recommendations to the Board with regard to any changes.
- To give consideration to succession planning for directors, taking into account the challenges and opportunities facing the Group and what skills and expertise are therefore needed on the Board in future.
- consider, at least annually, management's succession plans for directors and key senior management of principal group companies.
- Keep under review the changing leadership needs of the Group, executive and non-executive, to ensure the ongoing ability of the organisation to trade and compete effectively in its marketplace.
- be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise having evaluated the balance of skills, knowledge, independence, experience and diversity on the board, and, in the light of this evaluation, having agreed a description of the role and capabilities required for a particular appointment.
In identifying suitable candidates the committee shall:
 - use open advertising or the services of external advisers to facilitate the search
 - consider candidates from a wide range of backgrounds
 - consider candidates on merit and against 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
- In fulfilling their collective obligations as a committee, individual members of the Committee may be asked from time to time to participate in the process of identifying and evaluating

candidates for director and key senior management roles, including by attending interviews with, and providing feedback on, those candidates.

- To approve, from time to time, the terms upon which executive and non-executive directors shall be employed/appointed and also re-appointed and to determine any general policy considerations relating to such terms including longevity of and expected levels of commitment for non-executive director appointments.
- where deemed appropriate, to set objectives for board diversity targets

The committee may also make recommendations to the Board concerning:

- the positions of the Chairman of the Board and of Senior Independent Director,
- membership of the other committees of the Board (in consultation with the chairmen/women of those committees) with a view to maintaining freshness and effectiveness of such committees
- the re-appointment of any non-executive director at the conclusion of their specified term of office.
- the appointment of any director to executive or other office either within or outside of the Group.