

LONDON

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LONDON & PARTNERS EVENTS LTD BOARD OF DIRECTORS TERMS OF REFERENCE

1. Scope

- 1.1. London & Partners Events Ltd (“L&P Events”), referred to as the (“Company”) is a subsidiary of London & Partners Limited (the “Parent Company”).
- 1.2. The Board of Directors (the “Board”) has overall responsibility for the management and affairs of the Company, the establishment and delivery of its commercial strategy and the management of any risks.
- 1.3. The Board is collectively responsible to the Parent Company for the long-term success of the Company, subject to any relevant laws and regulations and in accordance with their Articles of Association. In particular, the Board will take into account the Directors’ duties contained in the Companies Act 2006 and the 7 Principles of Public Life.

2. Responsibilities

- 2.1. The Board is responsible for:
- 2.2. Reviewing, approving and guiding the commercial strategy, major plans of action, risk appetite and policies, annual budgets and business plans; and monitoring the implementation of the HUMAN event and/or the development of other events that are primarily being developed for commercial gain.
- 2.3. Monitoring the effectiveness of the Company’s governance arrangements and practices, making changes as needed to ensure the alignment of the Company’s governance framework with current best practices.
- 2.4. Ensuring that appointments to the Board are made in accordance with the appropriate governance process.
- 2.5. Monitoring and managing potential conflicts of interest of management, Board members, key stakeholders, external advisors and other service providers.
- 2.6. Promoting the highest standards of propriety, best practice and the efficient and effective use of staff and resources.
- 2.7. Mentoring, advising and supporting the Management team.
- 2.8. Making introductions to relevant networks and contacts that will assist the Company’s activities.

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3. Members

- 3.1. The Board is made up of up to three non-executive members and up to three executive members.
- 3.2. Non-executive directors shall be appointed by the Board with the support of the London & Partners Nomination Committee.
- 3.3. Executive Directors shall be appointed by London & Partners Ltd Management Committee.
- 3.4. Any observers or ex-officio members will be approved by the Board.
- 3.5. Non-executive appointments shall be for a period of up to three years, which may be extended for two further three-year periods.

4. Chair

- 4.1. The Chair of the Company shall be the Chief Executive of London & Partners Ltd.
- 4.2. Board meetings will be chaired by the Chair or, in her absence, by a chair appointed by the meeting.

5. Quorum

- 5.1. The quorum necessary for the transaction of business shall be three, of which two must be executive directors, one of which should be the Chief Executive of London & Partners.

6. Secretary

- 6.1. The Managing Director, Operations and Governance shall act as the Secretary of the Company.

7. Notice and Frequency of Meetings

- 7.1. The Board should meet sufficiently regularly to discharge its duties effectively. The Board should meet with such frequency and at such times as it may determine. It is expected that the Board shall meet at least four times a year.
- 7.2. Meetings of the Board shall be summoned by the Secretary of the Board at the request of any of its members.
- 7.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded electronically to each member of the Boards, any other person required to attend no later than three

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working days before the date of the meeting. Supporting papers shall be sent electronically to Board members and to other attendees as appropriate.

8. Decision Making

- 8.1. Decisions are normally reached by consensus. Typically, the board will make decisions on strategy and major plans and the executive will be responsible for decisions related to the day-to-day running of the commercial business. In the event of an even number of votes with an even-number of non-executives and executives, the casting vote will be determined by how the majority of the executive directors vote.

9. Minutes of Meetings

- 9.1. The Secretary shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.
- 9.2. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 9.3. Minutes of Board meetings shall be circulated promptly to all members of the Board.

10. Reporting Responsibilities

- 10.1. The Chair of the Board shall report to the Parent Company Board on its proceedings on all matters within its duties and responsibilities.

11. Changes to the Terms of Reference

- 11.1. Changes to the Boards' Terms of Reference must be approved by the Board.
- 11.2. Changes to the Terms of Reference will be made when there is any change to the shareholders of the company.