

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Membership

1.1. Members of the Committee shall be appointed by the London & Partners Board “the Board” and shall be made up of least three members, the majority of whom should be independent non-executive directors.

1.2. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members remain independent.

1.3. The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. The Chair 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 Managing Director, Operations and Governance 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 both of whom must be independent non-executive directors.

4. Frequency of Meetings

4.1. The Committee shall meet at least once a year 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 Chair of the Committee.

5.2. 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 to each member of the Committee, any other person required to attend and all other non-executive directors, no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate.

6. Minutes of Meetings

6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chair of the Board if not represented on the Committee.

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;

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7.1.2. give full consideration to succession planning for directors and other senior executives 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 reviewing potential new Board members suggested by the Members, Chair or Directors and nominating them for the approval of the Members to fill Board vacancies as and when they arise;

7.1.4. In identifying suitable candidates the Committee shall:

7.1.4.1 use a broad range of techniques to identify candidates including open advertising where appropriate;

7.1.4.2 consider candidates from a wide range of backgrounds; and

7.1.4.3 consider candidates on merit and against objective criteria; and

7.1.5. 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;

7.1.6. ensure directors are appointed to the Board in accordance with the company's articles of association.

7.2. The Committee shall also make recommendations to the Board, members and the Mayor concerning:

7.2.1. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chair and Chief Executive (recognising that the Mayor shall appoint the Chair);

7.2.2. membership of the Remuneration and Audit and Finance Committees, in consultation with the chairmen of those committees;

7.2.3 managing and appointment of the Chair or directors to any subsidiary boards;

7.2.3. 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;

7.2.4. oversee the review of the performance of the Board on an annual basis.

8. Reporting Responsibilities

8.1. The Committee Chairman shall report to the Board and Members on its proceedings 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.

9. Authority

9.1. The Committee is authorised to:

9.1.1. seek any information it requires from any employee of the company in order to perform its duties.

9.1.2. to obtain, at the company's expense, outside legal or professional advice on any matters within its terms of reference.