

THE BANKERS INVESTMENT PLC

Terms of Reference of the Marketing Committee

1. Constitution

The Committee is constituted by the Board of Directors.

2. Membership

- 2.1 Members of the Committee shall be independent non-executive directors.
- 2.2 Members must declare any conflicts of interest or potential conflicts of interest at the start of each meeting.

3. Meetings

- 3.1 The Committee must meet whenever necessary to fulfil its responsibilities. It may meet in person, via conference call, email or such other means as the Committee Chairman deems appropriate.
- 3.2 A quorum shall be a minimum of two members.
- 3.3 Where the Chair of the Board does not form part of the quorum, the Board or the Nominations Committee shall appoint any one of its members attending a meeting as Chair.
- 3.4 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.5 Only members of the Committee have the right to attend meetings, but the Committee may invite others, including but not limited to any director, officer or employee of the Manager or any person whose advice is sought, to attend all or part of any meeting if it thinks it is appropriate or necessary.
- 3.6 Meetings of the Committee are called by the Secretary of the Committee at the request of any of its members and can be called on short or immediate notice.

4. Frequency of Meetings

- 4.1 The Committee shall meet at least twice a year at appropriate intervals, and otherwise as required.
- 4.2 Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Company's Marketing, including the Board Chair, and key personnel employed by the Manager.

5. Secretary

- 5.1 The Company Secretary or their nominee shall act as the Secretary to the Committee.
- 5.2 The Secretary must ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 5.3 The Secretary must minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

6. Duties

The duties of the Committee are:

- 6.1 To develop, in partnership with the Manager, a marketing and promotional strategy for the Company, including long-term aims, measures of success and the mechanisms, including specific communication and media channels, to be used by the Company.
- 6.2 To consider the retention of third-party agencies and consultants where deemed necessary by the Company to support and enhance the marketing efforts of the Company and Manager.
- 6.3 To review the marketing material produced by the Manager and other third-parties and make recommendations to the Board, where appropriate, regarding these materials.
- 6.4 To review the activity undertaken by the Company, Manager and third-parties against agreed plans, consider performance indicators and enhancements and amendments that may be required to the Company's marketing plans in the light of these outcomes.

7. Reporting responsibilities

- 7.1 The Committee Chair shall report to the Board on its proceedings and any recommendations to be made to the Board, after each meeting; and
- 7.2 The draft minutes of Committee meetings must be sent promptly to all directors.

8. Support

The Committee must:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and external broker, legal or other professional advice for assistance as required on all Committee matters;
- 8.2 oversee any investigation of activities which are within its terms of reference.

9. Authority

The Board authorises the Committee to:

- 9.1 undertake any activity within its terms of reference;
- 9.2 seek any information from the Manager or third party that it requires to perform its duties;
- 9.3 obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and to invite persons giving such advice to attend Committee meetings;
- 9.4 call the Manager or any third party to be questioned at a Committee meeting, as and when required; and
- 9.5 delegate any of its powers to one or more of its members or the Company Secretary.

Adopted on 9 January 2024