

THE BANKERS INVESTMENT TRUST PLC

Terms of Reference for the Nomination Committee

1. Constitution

The Committee is constituted by the Board of Directors and advises the Board on the composition of the Board and its Committees, in making appointments to the Board taking account of diversity and ensuring suitable succession plans are in place for directors.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board and shall be made up of at least three non-executive directors of the Company, all of whom shall be independent with reference to the prevailing code, and also from the Manager.
- 2.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors, representatives of the Manager and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.3. The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

3. Secretary

- 3.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- 5.1. The Committee shall meet at least annually and at such other times as the Chairman of the Committee shall require.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

7. Annual General Meeting

- 7.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

To fulfil the duty under section 172 of the Companies Act 2006, each individual director must act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its shareholders as a whole and in doing so, have regard to a number of broader matters including:

- a) the likely consequences of any decision in the long-term;
- b) the need to foster the Company's business relationships with suppliers, customers and others;
- c) the impact of the Company's operations on the community and the environment;
- d) the desirability of the Company maintaining a reputation for high standards of business conduct; and
- e) the need to act fairly between members of the Company.

8.1 Board and Committee composition

The Committee shall:

- a) regularly review the structure, size and composition of the Board and its Committees taking account of gender, social and ethnic backgrounds as well as cognitive and personal strengths in order to make recommendations to the Board with regard to any changes;
- b) advise the Board on any matters relating to the continuation in office of any directors, including the suspension or termination of any Director;
- c) make recommendations to the Board regarding the effectiveness of Directors offering themselves for re-election at the annual general meeting;
- d) periodically review the terms of appointment of Directors;
- e) regularly consider the need to appoint a Senior Independent Director; and
- f) develop if appropriate, and periodically review and formal objectives which may be established for the implementation of diversity on the Board and monitor progress toward the achievement of those objectives.

8.2 Appointment of Directors

- 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, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation prepare 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, if deemed appropriate to do so;
 - 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, social and ethnic backgrounds, as well as cognitive and personal strengths), taking care that appointees have enough time available to devote to the position; and
- c) 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.

8.3 Performance evaluation

- a) review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- b) ensure there is a formal and rigorous annual evaluation of the performance of the Board, its Committees, the Chair and individual directors. The Committee will consider having a regular externally facilitated Board evaluation.

8.4 Succession planning

- a) keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- b) formulate plans for succession for directors and in particular for the key role of Chairman;
- c) give full consideration to succession planning for directors 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;
- d) consider the membership and where appropriate Chairmanship of the other Board Committees;
- e) 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; and
- f) the re-election by shareholders of each of the directors, all of whom are required to retire each year, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

9. Reporting Responsibilities

- 9.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. Authority

- 10.1 The Committee is authorised to seek information it requires from employees of Janus Henderson Investors, as appropriate, in order to perform its duties.
- 10.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.