

THE BANKERS INVESTMENT TRUST PLC

Terms of Reference for the Nominations 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 (including from the Manager) with reference to the prevailing corporate governance code.
- 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 Chair who should be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the role of Chair.

3. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. Quorum

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

The Committee shall meet at least annually and at such other times as the Chair 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 Chair of the Committee or any of its members.

6.2 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 and any other person required to attend no later than four working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7. Minutes of meetings

7.1 The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.

7.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Secretary unless, exceptionally, it would be inappropriate to do so.

8. Engagement with shareholders

8.1 The Committee Chair should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9 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 service providers 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.

The Committee shall:

9.1 Board and Committee composition

- 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 and experience 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.

9.2 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 and experience), 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, involvement outside Board meetings, fees and recoverable expenses and any notice period.

9.3 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 arrange an externally facilitated Board evaluation at least once every three years and more frequently as the Board considers appropriate.

9.4 Succession planning

- a) keep under review the leadership needs of the Company, with a view to ensuring the continued ability of the organisation to compete effectively in the market place;
- b) formulate plans for succession for directors and in particular for the key role of Chair;
- 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 Chair, 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.

9.5 Remuneration

- a) set the remuneration policy for the non-executive directors including the Chair of the Board, Senior Independent Director and the Chair of the Audit Committee (subject to the remuneration policy being approved by the shareholders at every third annual general meeting or if there are any material changes proposed);
- b) in determining the remuneration policy take into account all factors which it deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of the UK Code of Corporate Governance and the Association of Investment Companies Code of Corporate Governance, and any investor feedback;
- c) the objective of such a policy should be to attract, retain and motivate non-executive directors of the quality required to manage the Company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders;
- d) review the ongoing appropriateness and relevance of the remuneration policy at least annually;
- e) obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity;
- f) recommend and monitor the level of remuneration for the non-executive directors, including the Chair, the Senior Independent Director and the Chair of the Audit Committee;
- g) agree the policy for authorising claims for expenses for the non-executive directors (including whether to gross up or pay net taxable benefits).

9.6 Training

- a) regularly review that appropriate and timely training, both in the form of an induction programme for new directors and on an ongoing basis for all directors is provided; and
- b) ensure that each director takes appropriate action when development needs have been identified in the annual evaluation process.

9. Reporting Responsibilities

- 9.1. The Committee Chair 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, including:
 - the process used to make appointments and explain if external advice or open advertising has not been used.
 - the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives.

10. Authority

- 12.1 The Committee is authorised to seek information it requires from employees of Janus Henderson Investors, as appropriate, in order to perform its duties.
- 12.2 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.