



**ARBUTHNOT BANKING GROUP PLC**

**Approved by the Board on 29 November 2018**

**Nomination Committee**

<p>Membership:</p>	<p>Sir Henry Angest                      Chairman          Sir Christopher Meyer          Sir Alan Yarrow</p> <p>Membership of the Nomination Committee is limited to non-executive directors together with the Group Chairman and CEO.</p>
<p>Quorum:</p>	<p>Two members (one of whom must be the Group Chairman and CEO).</p>
<p>Frequency of Meetings:</p>	<p>At least one meeting a year to review (taking into account the Board Diversity Policy, as applicable) the number of main Board Directors and the balance between Executive and Non Executive Directors, to recommend new appointments to the Board and the length of term for which a Non Executive Director may be expected to serve and to consider succession planning for the Board.</p>
<p>Responsibilities:</p>	<p>The responsibilities of the Committee are set out below:</p> <ul style="list-style-type: none"> <li>• To review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the board with regard to any changes.</li> <li>• Lead the process for Board appointments.</li> <li>• Ensure plans are in place for orderly succession to both the Board and senior management positions.</li> <li>• Oversee a diverse pipeline for succession.</li> <li>• To review annually the time required from non-executive directors, evaluating whether non-executive directors are spending enough time to fulfil their duties.</li> <li>• To ensure that on appointment to the board, non-executive directors receive a formal letter of appointment, and executive directors receive a formal service contract.</li> <li>• To work and liaise as necessary with other board committees.</li> </ul>

	<ul style="list-style-type: none"> <li>• To make recommendations to the board concerning: <ul style="list-style-type: none"> <li>- formulating plans for succession for both executive and non-executive directors;</li> <li>- membership of the Audit and Remuneration Committees, and any other board committees as appropriate, in consultation with the Chairmen of those committees;</li> <li>- 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;</li> <li>- the re-election by shareholders of any director under the “retirement by rotation” provisions in ABG’s articles of association;</li> <li>- any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of ABG subject to the provisions of the law and their service contract; and</li> <li>- the appointment of any director to executive or other office, provided that in the event that the Committee does not agree unanimously on a recommendation, the dissenting member shall have the opportunity to present his recommendation to the board, prior to any final decision being made by the board.</li> </ul> </li> <li>• To consider such other matters as may be requested by the board of directors.</li> </ul>
Delegation:	Delegation to a sub-committee or individual is permitted.
Reporting:	To the Board of ABG.