

THE BRUNNER INVESTMENT TRUST PLC

Nomination Committee

Terms of Reference

October 2019

1. Role

The Nomination Committee shall lead the process for board appointments and make nomination recommendations to the Board.

2. Membership

2.1. The Committee shall be appointed by the Board from amongst those directors considered to be independent by the Board and shall consist of not fewer than two members.

2.2. A quorum shall be two members.

2.3. The Chairman of the Committee shall be appointed by the Board.

3. Secretary

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

4. Attendance at Meetings

Only members of the Committee shall have the right to attend Committee meetings. However, other Directors, external advisers and representatives of the Manager may be invited to attend for all or part of a meeting, as appropriate.

5. Frequency of Meetings

The Committee shall meet not less frequently than once a year 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.

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.

7. Reporting Procedures

7.1 Minutes of Meetings

- 7.1.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.1.2 Minutes of Committee meetings shall be circulated to all members of the Committee and to the Chairman of the Board and made available on request to other members of the Board.

7.2 Chairman's Report

- 7.2.1 The Chairman of the Committee shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2.2 The Chairman of the Committee shall attend each annual meeting of the Company to deal with questions from shareholders on matters within the scope of the Committee's responsibilities.

7.3 Website

These terms of reference are to be made available on the Company's website,

8. Authority

- 8.1 The Committee shall consider any matters relating to the Terms of Appointment of Directors of the Company that it deems desirable and is authorised by the Board to investigate any activity within its terms of reference.
- 8.2 The Committee is authorised to obtain, at the Company's expense, external legal or other independent professional advice on any matters within its terms of reference.
- 8.3 The Committee is authorised to make recommendations to the Board on any matter within its terms of reference.

9. Duties

The Committee shall:

- 9.1 regularly review the structure, size and composition of the Board, including the skills, knowledge and experience required, and make recommendations to the Board with regard to any adjustments that are deemed necessary. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed;

- 9.2 prepare a description of the role and capabilities required for a particular appointment;
- 9.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 9.4 satisfy itself with regard to succession planning, that the processes and plans are in place with regard to Board appointments;
- 9.5 ensure that Board appointments and succession planning are based on merit and objective criteria and within this context should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
- 9.6 use open advertising or the services of external advisers to facilitate a search for candidates;
- 9.7 assess and articulate the time needed to fulfil the role of Chairman and non-executive director, and undertake an annual performance evaluation to ensure that the all members of the board have devoted sufficient time to their duties;
- 9.8 ensure on appointment that a candidate has sufficient time to undertake the role and review their commitments;
- 9.9 ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the Chairman:
- 9.10 consider and make recommendations for the annual re-election of all directors by shareholders having due regard to performance and the ability to contribute to the board in the light of knowledge, skills and experience required; and
- 9.11 produce a report to be included in the Company's Annual Financial Report about its activities and the process used to make appointments. Where an external search agency has been used, it shall be identified in the Annual Financial Report and a statement made as to whether it has any connection with the Company. This report should include a statement of the Board's policy, including gender, any measurable objectives it has set for implementing the policy, and progress on achieving the objectives.