

The Standard Club Limited
Nomination and Governance Committee
Terms of Reference

1. Membership

- 1.1 The committee shall be not less than four non-executive directors and may include a representative of the managers. The committee shall be appointed by the board.
- 1.2 The board shall appoint the chairman of the committee. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.3 Other than the chairman and deputy chairmen, who may, if elected to the committee, serve during their period of office, appointments to the committee shall be for a period of up to three years, which may be extended for two further three year periods.

2. Secretary

- 2.1 The secretary or its representative shall act as the secretary of the committee and will attend unless otherwise requested by the committee. The secretary is responsible for maintaining records of its membership, business and advice received by the committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members. 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.

4. Attendance at meetings

- 4.1 The chairman of the committee may invite other board members, representatives of the manager or other persons to attend at his discretion.

5. Frequency of meetings

- 5.1 The committee shall meet as required from time to time but at least twice annually.

6. Notice of meetings

- 6.1 Meetings of the committee shall be called by the secretary of the committee at the request of 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.

7. Minutes of meetings

7.1 The secretary or a representative of the secretary shall minute proceedings, resolutions and recommendations of all meetings of the committee, including recording the names of those present and in attendance.

7.2 Minutes of committee meetings shall be circulated promptly to all members of the committee and, once agreed and if requested by the board(s), to all members of the board(s), unless a conflict of interest exists.

8. Duties

8.1 The committee shall carry out the duties below for the club, its subsidiaries (excluding The Standard Club UK Ltd and The Standard Club Ireland DAC), class committees and the group as a whole, as appropriate. The committee's principle duties are to:

- Review and report to the board on the governance structure, policies and practices of the company from time to time taking into account best practice.
- Ensure that all members of the board collectively have the appropriate mix of qualifications, experience and knowledge as set out in the board's Fit and Proper Policy.
- Consider succession planning for the chairman and deputy chairmen and the chairmen of the Club's subsidiary companies.
- Consider directors retiring by rotation for re-nomination re-election. Directors who have served on the board for over nine years will be subject to rigorous review.
- Lead the board's periodic self-assessment process.
- Identify, evaluate and suggest to the board, candidates for appointment or reappointment as directors, and as members of board and group committees.
- Maintain a list of potential candidates and discuss with any potential candidate the committee's requirements for nomination.
- Review the managers' key appointments and succession plans.
- Review the work carried out between board meetings by the managers.
- Ensure that the managers exercise due diligence to ensure fitness and propriety when appointing to senior executive and key function positions.
- Ensure that all individuals performing key roles are, at all times, acting in a fit and proper manner in accordance with the board's Fit and Proper Policy.
- Ensure that the appropriate fit and proper assessments of individuals performing key roles and other personnel are carried out and reassessed at all material times, in accordance with the Fit and Proper Policy.
- Evaluate the performance and effectiveness of the managers pursuant to the service level agreement and the management agreement.
- Review the level of management costs and assess the appropriateness of the

remuneration policy of the third-party managers to ensure that they align with the club's interests.

- Review for consideration by the board, the management fee and the allocation of the fee across classes.
- Undertake such other tasks as may be delegated by the board from time to time.

9. Reporting

9.1 The committee shall carry out the reporting below for the club, its subsidiaries, class committees and the group as a whole, as appropriate:

- The committee chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- The committee shall compile a report to members on its activities to be included in the company's annual report.

10. Other matters

10.1 The committee shall have access to sufficient resources and training in order to carry out its duties, including access to the managers for assistance as required.

10.2 The committee, shall at least once every three years, review its own performance, constitution, and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the board for approval.

10.3 The committee shall give due consideration to laws and regulations including the requirements of the BMA and other regulators.

10.4 Nothing herein shall prevent the members of the committee or any one or more of them from meeting informally between themselves and/or with the managers but in such event those present shall not be entitled to make any decisions on behalf of the committee or the board.

11. Authority

11.1 The committee is authorised to:

- seek any information it requires from any employee of the managers in order to perform its duties.
- obtain, at the club's expense, outside legal or professional advice on any matter within its terms of reference.
- call any employee of the managers to be questioned at a meeting of the committee as and when required.