

**The Lindsell Train Investment Trust plc**  
**(the “Company”)**  
**Nomination Committee – Terms of Reference**

Reference to the ‘Committee’ shall mean The Nomination Committee. Reference to the ‘Board’ shall mean The Board of Directors.

**1. Nomination Committee**

1.1 It was resolved that a Committee of the Board to be known as the Nomination Committee be hereby constituted. The Committee shall be governed as follows:

**2. Membership**

- 2.1. The Committee shall be appointed by the Board and shall comprise at least two non-executive independent Directors. All Directors seek re-election on an annual basis. Members are appointed to this Committee on the same basis.
- 2.2. The Board shall appoint the Committee Chairman who may be the Chairman of the Board if they were considered independent on appointment as Chairman. In the absence of the Committee Chairman, the remaining members present shall elect one of their number to chair a meeting.
- 2.3. Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Directors and the Chairman may be asked to absent themselves from discussions regarding their appointment and/or associated succession plans.

**3. Secretary**

3.1 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**

4.1 The quorum necessary for the transaction of business shall be any two independent directors. 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 once a year and otherwise as required.

**6. Notice of Meetings**

- 6.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman 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 seven 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 the Committee Chairman for review and then to all members of the Committee. Once approved, minutes should be circulated to all other

members of the Board unless, exceptionally, it would be inappropriate to do so.

## 8. Engagement with Shareholders

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

## 9. Duties

9.1. The Committee shall:

- 9.1.1. Annually review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;
- 9.1.2. Ensure plans are in place for orderly succession to the Board and Committees, and oversee the development of a pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future;
- 9.1.3. Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- 9.1.4. Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise.
- 9.1.5. Before any appointment is made to the Board evaluate the balance of backgrounds, skills, knowledge, experience and diversity on the Board, in accordance with the Company's diversity policy and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee;

9.1.5.1 may use open advertising or the services of external advisers to facilitate the search; and  
9.1.5.2 will consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.

- 9.1.6. Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future significant commitments should not be undertaken without the prior agreement of the Chairman of the Board .

For the appointment of a Chairman, the Committee will prepare a job specification, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Senior Independent Director as they arise.

The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Chairman of the Board;

- 9.1.7. 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;
- 9.1.8. Review the results of the board performance evaluation process that relate to the composition of the board and succession planning;
- 9.1.9. 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;
- 9.1.10. To consider Directors' Fees on an annual basis, or as and when required, for a recommendation to be put to the Board, with reference, for example, to research conducted on competitor investment companies, as well as any available independent research; and
- 9.1.11. Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

9.2. The Committee shall also make recommendations to the Board concerning:

- 9.2.1. Any changes needed to the succession planning process if its periodic assessment indicates the

- desired outcomes have not been achieved;
- 9.2.2. Suitable candidates as new directors and succession for existing directors;
  - 9.2.3. Membership of the audit committee, and any other board committees as appropriate, in consultation with the Chairmen of those committees;
  - 9.2.4. The re-appointment of non-executive directors 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 knowledge, skills and experience required;
  - 9.2.5. The re-election by shareholders of directors under the annual re-election provisions of the AIC Code of Governance or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual directors, the Chairman and the Board as whole; and
  - 9.2.6. Any matters relating to the continuation in office of any director at any time.

## **10. Reporting Responsibilities**

- 10.1 The Committee Chairman shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion when necessary.
- 10.3 The Committee shall produce a report to be included in the Company's annual report describing the work of the Committee, in line with the requirements of the AIC Code of Corporate Governance and including
  - 10.3.1 the process used in relation to appointments and its approach to succession planning; and
  - 10.3.2 how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition.
- 10.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.
- 10.5 Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- 10.6 Consider whether an external review of the Board's performance be carried out at least every three years.

## **11. Authority**

- 11.1. The Committee is authorised by the Board to investigate any activity within its terms of reference and to seek any information it requires.
- 11.2. The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. However, prior to doing this the Committee will consult with the Chairman of the Board to agree fee levels.