



ARBUTHNOT BANKING GROUP PLC

Approved by the Board on 23 November 2023

Nomination Committee

<p>Membership:</p>	<p>Sir Henry Angest Chairman</p> <p>Sir Nigel Boardman Sir Alan Yarrow</p> <p>Membership of the Nomination Committee is limited to Non-Executive Directors together with the Group Chairman & CEO.</p>
<p>Quorum:</p>	<p>Two members (one of whom must be the Group Chairman & CEO or, should it become necessary to invoke succession planning arrangements, Frederick Angest or any other person named from time to time for these purposes on the ‘HA Succession Planning Document’).</p>
<p>Frequency of Meetings:</p>	<p>At least one meeting a year to review the number of main Board Directors and the balance between Executive and Non-Executive Directors, to consider the individual and collective suitability of the Board and to consider succession planning for the Board. Additionally, as appropriate, to recommend new appointments to the Board and the length of term for which a Non-Executive Director may be expected to serve.</p>
<p>Responsibilities:</p>	<p>The responsibilities of the Committee are set out below:</p> <ul style="list-style-type: none"> • 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. • Lead the process for Board appointments. • Ensure plans are in place for orderly succession to both the Board and senior management positions. • Oversee a diverse pipeline for succession. • To review, from time to time, the time required from Non-Executive Directors, evaluating whether Non-Executive Directors are spending enough time to fulfil their duties.

	<ul style="list-style-type: none"> • To make recommendations to the Board concerning: <ul style="list-style-type: none"> - formulating plans for succession for both Executive and Non-Executive Directors; - membership of the Audit, Nomination and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chairs of those committees; - the re-appointment of any Non-Executive director at the conclusion of their term of office, as specified in their letter of appointment, having given due regard to their performance and ability to continue to contribute to the Board; any such recommendation will be implied by reference within any Annual General Meeting documentation of a recommendation to reappoint a director; - 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 - the appointment of any person 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. • To consider such other matters as may be requested by the Board.
Delegation:	Delegation to a sub-committee or individual is permitted.
Reporting:	To the Board of Arbutnot Banking Group PLC.