

SCHRODER REAL ESTATE INVESTMENT TRUST LIMITED

Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL

Terms of Reference – Nomination Committee

18th October 2004 –25th April 2017

1. Constitution

- 1.1. The Nomination Committee, (the “Committee”), is constituted as a Committee of the Board of Directors of Schroder Real Estate Investment Trust Limited, (the “Company”), to assist the Board of the Company in its oversight responsibilities.
- 1.2. The Committee may amend the terms of reference at any time with the agreement of the Board and shall review the said terms annually.
- 1.3. The Committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

2. Authority

- 2.1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any service provider and all service providers are directed to co-operate with any request made by the Committee.
- 2.2. The Committee is authorised by the Board to obtain external legal or other professional advice and to secure the attendance of anyone it considers has relevant experience, expertise or knowledge.

3. Membership

- 3.1. The Committee shall be appointed by the Board from amongst its members and shall consist of not less than three members, being non-executive Directors.
- 3.2. The Chairman of the Company may be a member of, but not chair, the Committee in addition to the independent non-executive Directors, provided he or she was considered independent on appointment as Chairman.
- 3.3. The Chairman of the Committee shall be appointed by the Board.

4. Secretary

The company secretary or their nominee shall act as the secretary of the Committee.

5. Attendance at Meetings

- 5.1. The quorum necessary for the transaction of business of the Committee shall be at least two Committee members

6. Frequency of meetings

- 6.1. The Committee shall meet at such other times as the Chairman of the Committee or the Board direct.
- 6.2. Meetings may be called by: the Board; the Chairman of the Board acting for the Board; or by the Chairman of the Committee.

7. Duties

- 7.1. The Committee shall

- 7.1.1. regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes
- 7.1.2. give full consideration to succession planning for Directors, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future
- 7.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise
- 7.1.4. before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall
 - 7.1.4.1. use open advertising or the services of external advisers to facilitate the search, if necessary
 - 7.1.4.2. consider candidates from a wide range of backgrounds
 - 7.1.4.3. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position
- 7.1.5. keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace
- 7.1.6. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates
- 7.1.7. 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
- 7.1.8. The Committee shall also make recommendations to the Board concerning:
 - 7.1.8.1 formulating plans for succession for Directors and in particular for the key roles of Chairman
 - 7.1.8.2 the re-appointment of any non-executive Director at the conclusion of their specified term, in line with the UK Code of Corporate Governance which states non-executive Directors should rotate off the Board following a maximum of nine years, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required
 - 7.1.8.3 the annual re-election by shareholders of any Director following their appointment to the Board on a three year term
 - 7.1.8.4 any matters relating to the continuation of any Director at any time including the suspension or termination of service of an executive Director as an employee of the company subject to the provisions of the law and their service contract

8. Procedures

- 8.1. The Committee Chairman shall normally report to the Board at the Board meeting following the Committee Meeting.
- 8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3. The Minutes of the Committee Meetings shall be circulated to all members of the Committee in accordance with the service level description as agreed with the Board from time to time.

SCHRODER REAL ESTATE INVESTMENT TRUST LIMITED
ADDENDUM TO TERMS OF REFERENCE – NOMINATION COMMITTEE
18th October 2004

Membership of Committee & Appointment Schedule

<u>Members</u>	<u>Appointment Date</u>
Keith Goulborn (Chairman)	18 th October 2004
Alastair Hughes	26 th April 2017
Lorraine Baldry	13 th January 2014
Stephen Bligh	28 th April 2015
Graham Basham	11 th September 2015

Establishment of the Committee

Extract of Board Meeting Minute on 18th October 2004 held at 1pm.

**Nomination
Committee:**

IT WAS RESOLVED that a nominations Committee consisting of all the Directors be and is hereby established. It was noted that the Nominations Committee should meet once in each year for the purpose of evaluating the Board's performance and to ensure that the Board was working effectively and correctly to provide executive management and control of the Company