

Grant Thornton UK LLP ('GTUK LLP')

Nominations Committee (the 'Committee or Nomco')

Terms of Reference

Purpose

The Committee is responsible for the identification, assessment and nomination of independent non-executives (INEs) to the Audit Oversight Board (AOB) for appointment. Its responsibilities also include the succession of INEs on the AOB and their performance evaluation.

Membership

Committee members will be appointed by the AOB and shall consist of, as a minimum, one INE member (non-voting) and at least three of the AOB's partner non-executives.

The CEO, Head of Audit, GT Partner Representatives, and representative(s) of the Investor may attend meetings in a non-voting capacity and shall be entitled to receive the same notices and information in connection with meetings and resolutions as are received by the Committee members, and at the same time.

The Chair of the Committee shall be appointed by the AOB. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the relevant meeting.

The Secretary to the AOB shall act as Secretary to the Committee.

Meetings

Only members of the Committee have the right to attend meetings. However, members of the leadership team and other governance bodies may be invited to attend all or any part of any meeting as and when appropriate. External guests, such as Recruitment firms, may also be invited to attend.

Notice and minutes

Notice of the Committee shall be given by the Secretary of the Committee at the request of any of its members (or their designates).

Notice of each meeting confirming their venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee and any other person required and/or entitled to attend in advance of the meeting. Supporting papers will be made available in electronic form to the Committee members and other attendees as appropriate.

The Secretary to the Committee shall document the proceedings and decisions of the Committee meetings.

Duties

Appointment of INEs

The Chair of the AOB is responsible for but does not have sole decision-making powers in relation to the appointment of INEs to the AOB.

The Committee shall, on behalf of the Chair of the AOB, be responsible for identifying, assessing, and nominating for the approval of the AOB candidates to fill INE vacancies on the AOB as and when they arise.

The Committee, in consultation with the AOB and the Head of Audit, shall determine and administer the selection process, and ensure that this includes any input from GTUK LLP's Regulator/s as required.

Before any INE appointment is made, the Committee shall evaluate the balance of skills, knowledge, experience, and diversity of INEs.

In 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 is authorised to use open advertising or the services of external advisers to facilitate the search.

The Committee shall make recommendations as to the remuneration level that should be applied to the role, which should be approved by the Head of Audit, the CEO and the AOBs Remuneration Committee (RemCo) (and/ or the AOB).

The Committee will consider candidates from a wide range of backgrounds, on merit and against objective criteria (including those specified by GTUK LLP's regulator/s), taking care that appointees have enough time available to devote to the position.

Following the identification of a preferred candidate/s, the Committee shall make recommendations to the AOB in respect of the appointment of the preferred candidate, and the AOB will have ultimate decision-making power in relation to the appointment.

Where the INE is being recruited into the role of Chair of the AOB, the Committee Chair shall cause the appointment to be ratified by way of a partner Resolution, as set out in the GTUK LLP Membership Agreement.

The Committee shall ensure that plans are in place for orderly succession of INE positions on the AOB, taking into account the challenges and opportunities facing the Audit Practice and the skills and expertise needed (including regular assessment of skills gaps).

New AOB members

If required by the Chair of the AOB (in consultation with the Head of Audit), the Committee shall input into the process of identifying partners who may be Co-opted onto the AOB.

The Committee shall also have a role in the facilitation and/or any review of the process to appoint new members of the AOB and its subcommittees, as required.

The Committee shall ensure that, once a member is appointed, they receive an appropriate induction (to be overseen by the Chair of the AOB and the Chair of the Committee)

Performance evaluation of members

The Committee shall review annually the performance of INEs in line with GTUK LLP's usual performance review cycle.

The Committee shall ensure that there is a process in place whereby the performance of AOB members (insofar as it relates to their role on the AOB) is also evaluated as part of their usual annual performance review.

Head of Audit selection process

If required by the Chair of the AOB, the Committee shall have a role in facilitating the process to select the Head of Audit (as set out in the GTUK LLP Membership Agreement) on behalf of the AOB as relevant and when required.

Reporting responsibilities

The Committee Chair shall report to the AOB on its work as relevant, including recommendations and actions to be taken. Reports will also be made to the wider partnership as relevant, and the Chair should answer any questions that may arise from this.

Other matters

The Committee shall:

Have access to sufficient resources to enable it to carry out its duties, including being enabled to seek any information or assistance it requires from any employee or partner to perform its duties, including requesting their attendance at meetings.

Review at least bi-annually these terms of reference and its performance against these and recommend any amendments to these terms of reference it deems necessary to the AOB.

Be enabled to obtain, at the expense of GTUK LLP, outside legal or other professional advice on any matters within these terms of reference.