

**SECURE INCOME REIT PLC**

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**



1 **MEMBERSHIP**

1.1 The board of directors of the company (the "**Board**") have resolved to establish a committee of the Board to be known as the Nomination Committee.

1.2 Membership of the Nomination Committee shall consist of at least three directors.

1.3 Only members of the Nomination Committee have the right to attend committee meetings. However, other individuals such as the company secretary and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.4 The board shall appoint the committee chairman who should be either the chairman of the Board or an independent non-executive director. 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 from those who would qualify under these terms of reference to be appointed to that position by the Board. The chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

2 **SECRETARY**

The company secretary or his nominee shall act as the secretary of the committee.

3 **QUORUM**

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

4 **FREQUENCY OF MEETINGS**

The committee shall meet at least once a year and otherwise as required.

5 **NOTICE OF MEETINGS**

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.

5.2 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, any other person required to attend and all other non-executive directors, no later than three working 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.

6 **MINUTES OF MEETINGS**

6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the committee chairman it would be inappropriate to do so.

7 **ANNUAL GENERAL MEETING**

The committee chairman should attend the annual general meeting to answer any shareholder questions on the committee's activities.

8 **DUTIES**

8.1 The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

8.2 The committee shall:

- (a) regularly 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;
- (b) give full consideration to succession planning for directors and the investment adviser in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future;
- (c) keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively;
- (d) keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- (e) be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- (f) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity 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:
  - (i) consider whether it is appropriate to use open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds assuming such candidates put themselves forward;
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position;
- (g) for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. The committee shall take responsibility for procuring that a proposed chairman discloses his other significant commitments to the Board before appointment and that any changes to the chairman's commitments are reported to the Board as they arise;
- (h) prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a

conflict of interest and be required to report any future business interests that could result in a conflict of interest;

- (i) 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;
- (j) review the results of any Board performance evaluation process that relate to the composition of the Board;
- (k) 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; and
- (l) work and liaise as necessary with the Board and all other board committees.

8.3 The committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for non-executive directors (in particular for the key role of chairman) and the investment advisor;
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairman of those committees;
- (d) the re-appointment of any non-executive director 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;
- (e) the re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board bearing in mind the anticipated life of the Company (particularly in relation to directors being re-elected for a term beyond six years);
- (f) any matters relating to the continuation in office of any director at any time;
- (g) the appointment of any person as a director.

## 9 **REPORTING RESPONSIBILITIES**

9.1 The committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3 The committee shall consider whether it is appropriate to include a report in the company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where such a report is included in the annual report and an external search agency has been used, the search agency shall be identified in the annual report and a statement made as to whether it has any connection with the company, the investment adviser or any of the directors of the Company.

9.4 If considered relevant and appropriate by the committee, the report referred to in paragraph Clause 9.3 above should include a statement of the Board's policy on diversity, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

## 10 **OTHER MATTERS**

The committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
- (b) be provided with training to the extent and at such times as the committee deems necessary;
- (c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code (to the extent deemed appropriate given the nature and size of the company) and the requirements of the AIM Rules and the Disclosure and Transparency Rules and any other applicable rules, as appropriate;
- (d) 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.

## 11 **AUTHORITY**

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.

**Approved by the Board of Directors**

**30 May 2014**