

AUKETT FITZROY ROBINSON GROUP PLC (the "Company")

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

1. CONSTITUTION

This committee of the board known as the Nomination Committee (the "**Committee**") is established under Article 118 of the Articles of Association of the Company. In these terms of reference, the "**Group**" means the Company and its subsidiaries from time to time.

2. MEMBERSHIP

2.1 The Committee shall be appointed by the board from amongst the directors of the Company and shall consist of not less than three members with a majority of the members from time to time being non-executive directors. The first members of the Committee shall be AA Lett, IGF Mavor and AB Brooker.

2.2 The chairman of the Committee shall be appointed by the Board from among the members of the Committee. The first chairman of the Committee shall be AA Lett. In the absence of the chairman of the Committee or any deputy appointed by the board, the remaining members present at any meeting shall elect one of their number (being a non-executive director) to chair the meeting.

2.3 If a regular member is unable to act due to absence, illness or any other cause, the chairman of the Committee may, if there are any other non-executive directors, appoint another non-executive director of the Company to serve as an alternate member.

3. SECRETARY

The secretary of the Committee shall be such person as the Committee shall from time to time decide.

4. QUORUM

The quorum necessary for the transaction of the business of the Committee shall be two members of whom at least one must be a non-executive director. 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. ATTENDANCE AT MEETINGS

The Committee shall have the discretion to decide who, other than its members, shall attend its meetings. However, no director shall be involved in any decision or present at any discussions as to his or her own appointment.

6. FREQUENCY OF MEETINGS

6.1 Meetings shall be held not less than twice a year (ordinarily on a six-monthly basis) and shall be summoned by the secretary of the Committee at the request of the chairman of the Committee.

6.2 In addition to the routine meetings of the Committee, either the chairman of the Committee or any other member of the board may at any time request the secretary of the Committee to summon a meeting if he or they consider that one is necessary.

7. AUTHORITY

7.1 The Committee is authorised by the board to investigate any activity within its terms of reference.

7.2 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties and all employees are directed to co-operate with any request made by the Committee.

7.3 In connection with its duties, the Committee is authorised by the board to obtain internal or external legal or other independent professional advice including the advice of independent remuneration consultants and to secure the attendance of internal or external professional advisers at its meetings if it considers this necessary.

8. DUTIES

8.1 The duties of the Committee shall be, on the basis of the considerations specified in 8.2 below:

- (a) to nominate suitable candidates for the approval of the board to fill vacancies on the board; and
- (b) from time to time to consider and make recommendations to the board on its composition and balance.

8.2 The considerations referred to in 8.1 above are those required to be taken into account by the Listing Rules of the UK Listing Authority all applicable codes of practice and laws and the Committee's view of good practice at the relevant time.

8.3 The chairman of the Committee shall attend the annual general meeting of the Company to answer shareholders' questions relating to matters within its remit.

9. MINUTES

9.1 The members of the Committee shall cause minutes to be made of all resolutions and proceedings of the Committee including the names of all those present and in attendance at meetings of the Committee.

9.2 The secretary shall circulate minutes of the Committee meetings to all members of the Committee and to all members of the board.