

UK COMMERCIAL PROPERTY REIT LIMITED (the “Company”)

TERMS OF REFERENCE – NOMINATION COMMITTEE

Approved 27 September 2018 (Updated following Board Meeting on 13 December 2018)

1. Constitution

- 1.1. The Nomination Committee, (the “Committee”), is constituted as a Committee of the Board of Directors of UK Commercial Property REIT 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 independent non-executive Directors.
- 3.2. The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

4. Secretary

The company secretary or its 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 three Committee members.

6. Frequency of meetings

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

7. Duties

- 7.1. The Committee shall

- 7.1.1. regularly review the structure, size and composition (including the skills, knowledge experience, independence and diversity) 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
 - 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 Chair
 - 7.1.8.2 the re-appointment of any non-executive Director at the conclusion of their specified term, 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 re-election by shareholders of any Director under 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
 - 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
- 7.2 The Senior Independent Director of the Board will hold exit interviews with Directors on retirement

8. Procedures

- 8.1. The Committee Chair 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.

Addendum I

UKCM – Nomination Committee Members

	Appointed	Review
Andrew Wilson	17 February 2016	
Ken McCullagh	17 February 2016	
Sandra Platts	17 February 2016	
Michael Ayre	17 February 2016	
Margaret Littlejohn	01 January 2018	
Robert Fowlds	1 April 2018	
John Robertson	24 March 2017	Resigned 31 March 2018

As approved by the Board on 22 March 2018.