

Schroder UK Growth Fund Plc

Terms of Reference

Of the Nomination Committee of the Board of Directors of the Company

Role

1. The role of the Nomination Committee is to consider and make recommendations to the Board on its composition and balance.

Membership and Attendance

2. The Committee shall be appointed by the Board and shall consist of not less than three members all of which shall be non-executive Directors of the Company. A quorum shall be three members, a majority of which must be independent.
3. The Chairman of the Committee shall be appointed by the Board.
4. Membership of the Committee shall be reviewed by the Board from time to time.
5. In the event that the committee considers the appointment of a successor to the Chairman of the Board, the committee shall elect a chairman other than the Chairman of the Board, for those purposes alone, from among the other independent members.
6. The Committee may invite such persons as it deems appropriate to attend meetings.

Meetings

7. The Committee shall meet from time to time, as it considers expedient in furtherance of its duties.

Secretary

8. The Company Secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

Authority

9. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to employ the services of such advisers as it deems necessary to fulfil its responsibilities, and to invite such persons as it considers appropriate to attend its meetings and to participate in its discussions.