

MITHRAS INVESTMENT TRUST PLC

NOMINATION COMMITTEE: TERMS OF REFERENCE

1. Membership

- 1.1. The Committee shall be appointed by the Board and shall comprise of a Chairman and at least two other members.
- 1.2. A majority of members of the Committee shall be independent non-executive directors. All appointments to the Committee shall be made by the Board.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three- year periods provided that the majority of the Committee members remain independent.
- 1.5. The Board shall appoint the Committee Chairman who shall be the Chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be three. 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.

4. Frequency of Meetings

- 4.1. The Committee shall meet not less than once a year and at such other times as the Committee Chairman shall require.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned 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 no fewer than 4 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. 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. Minutes of Committee meetings shall be circulated to all members of the Committee and to all other members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1. The Committee Chairman shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1. The Committee shall:

- 8.1.1. regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- 8.1.2. give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 8.1.3. before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall
 - 8.1.3.1 use open advertising or the services of external advisers to facilitate the search (if appropriate);
 - 8.1.3.2 consider candidates from a wide range of backgrounds;
 - 8.1.3.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- 8.1.4. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 8.1.5. assess and articulate the time needed to fulfil the role of Chairman, Senior Independent Director and non-executive Director, and undertake an annual performance evaluation to ensure that the all members of the Board have devoted sufficient time to their duties;
- 8.1.6. ensure on appointment that a candidate has sufficient time to undertake the role and review his commitments, ensuring that if he is an executive of another company this will be his sole non-executive appointment; and in the event that a candidate for chairman is being considered take note that he can not be a Chairman of more than one FTSE100 company or equivalent; and
- 8.1.7. 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 of Board meetings.

8.2. It shall also make recommendations to the Board concerning:

8.2.1. formulating plans for succession for non-executive Directors and in particular the key role of Chairman;

8.2.2. suitable candidates for the role of Senior Independent Director;

8.2.3. the re-appointment of any non-executive Director at the conclusion of his or her specified term of office having due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;

8.2.4. the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's articles of association;

8.2.5. any matters relating to the continuation in office as a Director at any time;

8.2.6. detailing items that should be published in the Company's Annual Report & Financial Statements relating to the activities of the Committee; and

8.2.7. the membership and chairmanship of the Audit Committee.

9. Reporting Responsibilities

9.1. The Committee Chairman shall report formally 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 make a statement in the Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. Other

10.1. The Committee shall, at least once a year, review its own performance, 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

11.1. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

11.2. The Committee is authorised 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 on 11 November 2009