

**TERMS OF REFERENCE
FOR
INVISTA REAL ESTATE INVESTMENT MANAGEMENT
HOLDINGS PLC**

NOMINATIONS COMMITTEE

1. Introduction

- 1.1 The following are the terms of reference for the Nominations Committee (“Committee”) of Invista Real Estate Investment Management Holdings Plc (“Company”).

2. Membership

- 2.1 The Committee comprises the two independent Non-Executive Directors of the Company and the Chairman.
- 2.2 The Chairman of the Committee will be the Chairman of the Company.
- 2.3 A quorum of the Committee is any two Committee members.
- 2.4 The composition of the Committee and the Chairman of the Committee are approved by the Board.
- 2.5 The Secretary of the Committee is appointed by the Chairman of the Committee.

3. Attendance

- 3.1 The Invista Director representing HBOS shall be entitled to attend meetings of the Committee as a non-voting observer.
- 3.2 The Committee may invite other persons to attend meetings where appropriate to assist in the effective discharge of the Committee’s duties.
- 3.3 The other Directors and the Invista Real Estate Head of Human Resources have the right to attend and speak at meetings of the Committee, except where specifically personally conflicted.

4. Frequency of Meeting

- 4.1 The Committee will meet at least once a year and as necessary.

- 4.2 Any Committee member or the Secretary may call additional meetings as necessary.

5. Authority

- 5.1 The Committee is authorised by the Board to undertake any activity within these terms of reference and, in particular, to discharge on behalf of the Board the duties set out in section 6 hereof.
- 5.2 The Committee is authorised to seek appropriate professional advice when it considers this necessary.
- 5.3 Although normally decisions are reached on a consensus, in the event of a disagreement, decisions on any matter are made by the majority, with the Chairman of the meeting having a second, casting vote in the event of a tie. A Committee member who remains opposed to a proposal after a vote can ask for his or her dissent to be noted in the minutes.
- 5.4 No Committee member is to be involved in any decisions as to their own appointment/reappointment.
- 5.5 It is the responsibility of the Chairman of the Committee to maintain these terms of reference for the Committee, to ensure they are reviewed on at least an annual basis and to ensure the effectiveness and efficiency of the Committee.
- 5.6 The Terms of Reference of the Committee shall be made publicly available, explaining the role and the authority delegated to it by the Board;
- 5.7 The Chairman of the Committee will be available in person at the Annual General Meeting of the Company to answer Shareholders' questions about the activities of the Nominations Committee.

6. Principal Duties

The Committee is authorised by the Board to:-

- 6.1 ensure that there is a formal, rigorous and transparent procedure for the appointments of new Directors to the Board;
- 6.2 periodically review the composition of the Board and consider and advise the Board as to any changes, which may be required to achieve a balanced and appropriately experienced and qualified Board;
- 6.3 as necessary make recommendations to the Board on the independence of any existing or proposed Non-Executive Director;
- 6.4 satisfy itself that plans are in place for orderly succession for appointments to the Board and other senior management positions, and search for, consider and make recommendations to the Board in relation to the appointment of Directors, including the position of Chairman and the reappointment/re-election of Non-Executive Directors;

- 6.5 ascertain, when required, the time commitments required of Non-Executive Directors, individually and collectively to fulfil the duties required;
- 6.6 make recommendations to the Board as required in respect of the membership of Board Committees, and the Chairmanships thereof;
- 6.7 make a statement in the Company's Annual Report detailing its activities, the process it has used for appointments explaining if external advice or open advertising has not been used, the membership of the Committee, number of Committee meetings and attendance;
- 6.8 for the appointment of a Chairman of the Board, the Committee should prepare a job description, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. A Chairman's other significant commitments should be disclosed to the Board before appointment and included in the Annual Report. Changes to such commitments should be disclosed to the Board as they arise and included in the next Annual Report;
- 6.9 ensure that on appointment to the Board, Non-Executive Directors receive a formal Letter of Appointment setting out a job description and clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and
- 6.10 appoint (and remove) Director Trustees and (subject to the requirements of the Pensions Act 1995) other Trustees of the Company's Pension Schemes in place from time to time.

7. Minutes

- 7.1 The minutes of meetings of the Committee are circulated to all members of the Committee and to nominated recipients within ten business days of the meeting.
- 7.2 The minutes will be approved by the Chairman.