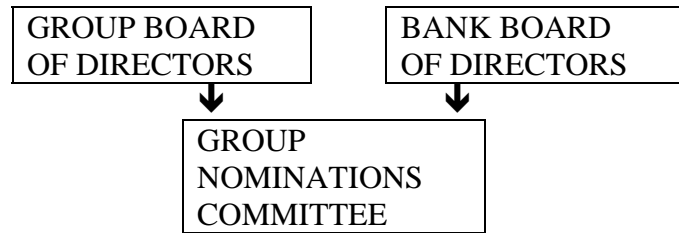


2.6 GROUP NOMINATIONS COMMITTEE
TERMS OF REFERENCE AND REPORTING LINE



MEMBERS: Chairman of the Group
 Senior Independent Director
 All other independent Non-executive Directors

QUORUM: Two members, one of whom must be the Chairman of the Group or the Senior Independent Director

IN ATTENDANCE: Group Chief Executive
 Group General Counsel and Group Secretary

MEETINGS: As required

CHAIRMAN: Chairman of the Group or, in his absence, the Senior Independent Director.

The Senior Independent Director will chair the Committee when it is dealing with the appointment of a successor to the Chairman.

SECRETARY: Senior Assistant Secretary

Main Responsibilities:

The Group Nominations Committee will be responsible for considering and making recommendations to the Group Board in respect of appointments to the Boards of Directors. In addition, the Committee will make recommendations in respect of membership and chairmanship of Group Board Committees. In carrying out the duties of the Group Nominations Committee, the Directors will act in accordance with all relevant and applicable legislative and regulatory rules. In particular, they will take into account the Directors' Duties contained in the Companies Act 2006 and will consider the factors listed in Section 172 of the Companies Act 2006 and any other relevant factors.

Detailed Responsibilities:

1. To review regularly the structure, size and composition of the Board and make recommendations to the Board with regard to any changes.

2. To review and make recommendations on Board appointments (executive and non-executive), having regard to the overall balance of skills, knowledge and experience on the Board.
3. To prepare a description of the role and capabilities required for each particular Board appointment, following an evaluation of the balance of skills, knowledge and experience on the Board.
4. To consider succession planning taking into account the skills and expertise which will be needed on the Board in the future.
5. To make recommendations to the Board in respect of composition and membership/chairmanship of Group Board Committees.