

EUROMONEY INSTITUTIONAL INVESTOR PLC NOMINATIONS COMMITTEE MANDATE

The following mandate was approved by the Board on November 12, 2008.

Membership and attendance at meetings

The Committee shall be appointed by the Board and shall consist of no fewer than three members. The Committee members shall be directors of the Company or other individuals the Board deems appropriately skilled.

The chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Company or an independent non-executive director.

The secretary to the Committee shall be the Company Secretary.

A quorum shall be three members, one of whom must be the chairman of the Committee or his duly appointed alternate.

Frequency of meetings

The Committee shall meet as and when required, but is expected to meet at least once a year.

Duties

The duties of the committee shall be to:

- Review the structure, size, composition, skills and expertise of the Board and make recommendations for any changes required;
- Identify and nominate, for Board approval, suitable candidates to fill Board vacancies;
- Evaluate the skills, knowledge and experience for a proposed Board appointment;
- Consider the succession plans for both executive and non-executive directors on a regular basis;
- Review the membership of the Remuneration and Audit committees and make any recommendations for change to the Board;
- Recommend to the Board the re-election of directors, either when required by rotation or at the completion of the term of office;
- Consider the time commitment that any non-executive director will need to give to the Company on appointment;
- Review formal appointment letters for non-executive directors;
- Prepare a statement of activities of the Committee for inclusion in the annual report.

Remuneration

The remuneration of Committee members is included in their annual director's fee.

END