

Terms of Reference

Non-Executive Director

Job Title	Non-Executive Director
Based at	4 Exchange Quay, Salford Quays, Manchester M5 3EE
Role	<ul style="list-style-type: none"> • Providing constructive challenge, strategic guidance and offering specialist advice; and • scrutinising and holding to account the performance of management and individual executive directors against agreed performance objectives.
Responsibilities	<ul style="list-style-type: none"> • Participating in a full, formal and tailored induction process on appointment; • developing and maintaining a good understanding of the main areas of the business, especially those which involve a significant degree of risk; • developing and maintaining a good understanding of the culture of the business and the way things are done in practice, including gaining insight into the experience and any concerns of the workforce; • where applicable, engaging in Board committee meetings by drawing on their skills, experience and knowledge; • continually updating skills, knowledge and familiarity with the company in order to continue to make a positive contribution to the Board and any of the committees on which they serve and to generate the respect of the other directors; • becoming familiar with and discharging the responsibilities of a director of AJ Bell plc, including statutory duties; • taking a prime role in the appointment and removal of executive directors; • insisting on receiving accurate, high-quality and clear information sufficiently in advance of meetings in order to enable thorough consideration to be given to the issues prior to, and subsequently participating in informed debate and offering challenge at, Board meetings; • seeking clarification or amplification from management if the information provided is considered to be inadequate or to lack clarity; • developing and maintaining a good understanding of the business and its relationships with key stakeholders, including, where appropriate, meeting with shareholders, customers, their advisers, suppliers and members of all levels of the workforce; and • attending and participating in meetings with the Chair and/or Senior Independent Director (SID) without executive directors present when invited to do so.

AJ Bell Board roles – key points of note

Terms of appointment

Any offer made to candidates is subject to regulatory approval. All Board members are put forward for re-election every three years, with a view to serving on the Board for a period of six years.

Director's fee

For further information about the current fees for the Non-Executive Director role, please contact Julia Fearn of Warren Partners for a confidential discussion.

AJ Bell will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office, in accordance with its expenses policy.

For the avoidance of doubt, there is no entitlement to any other benefits in relation to this appointment.

Time commitment

It is essential that Non-Executive candidates are confident in being able to commit to circa 30 days per annum. This will comprise of Group Board Meetings, Board Committees and other ad hoc meetings.

Other directorships/interests

It is accepted and acknowledged that individuals have other business interests and should declare any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, or take on new commitments, these should be disclosed as soon as apparent and before taking up any outside interests.