



AIA Group Limited

Terms of Reference for the Nomination Committee

AIA Restricted and Proprietary Information

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Definitions

1. For the purposes of these terms of reference (these **Terms**):

Board means the board of directors of the Company.

Company means AIA Group Limited.

Company Secretary means the company secretary of the Company.

Directors mean the directors of the Board.

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Shareholders mean the shareholders of the Company.

Constitution

2. The Nomination Committee was established by resolutions of the Board on 1 September 2010.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members with at least one member of a different gender, a majority of whom should be independent non-executive Directors. A quorum shall be two members of whom at least one shall be an independent non-executive Director.
4. The chairman of the Nomination Committee shall be the Chairman of the Board or an independent non-executive Director and be appointed by the Board.

Meetings

5. Meetings shall be held as required and generally at least once a year.
6. The Company Secretary shall be the secretary of the Nomination Committee.

Annual General Meeting

7. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any Shareholders' questions on the Nomination Committee's activities or in his absence, another member of the Nomination Committee, or failing this, his duly appointed delegate.

Authority

8. The Nomination Committee is authorised by the Board to investigate any activity within these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

9. The Nomination Committee is authorised by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at its meeting, if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

Duties

10. The duties of the Nomination Committee shall include:
- (a) Annually reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board as well as the diversity of background and experience of the Board members and making recommendations to the Board with regard to any changes;
 - (b) giving full consideration to succession planning for Directors 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;
 - (c) determining the policy, criteria and procedures for the nomination of Directors, and identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
 - (d) assessing the independence of independent non-executive Directors;
 - (e) assisting the Board in maintaining a board skills matrix, and before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board as well as the diversity of background and experience of the Board members, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment with due regard to the Board Diversity Policy. In identifying suitable candidates, the Nomination Committee shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - (f) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;

- (g) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - (h) annually assessing each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively;
 - (i) supporting the Company's regular evaluation of the Board's performance; and
 - (j) ensuring 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 board meetings.
11. The Nomination Committee shall also make recommendations to the Board concerning:
- (a) formulating plans for succession for both executive and non-executive Directors;
 - (b) suitable candidates for the role of independent non-executive Directors;
 - (c) membership of the Company's audit, nomination, remuneration and Board risk committees, in consultation with the chairmen of those committees;
 - (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - (e) the continuation (or not) in service of any Director who has reached the age of 70;
 - (f) the re-election of any Director in a general meeting under the "retirement by rotation" provisions in the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience require;
 - (g) the re-election of any long serving independent non-executive Director at general meetings under the "retirement by rotation" provisions in the Company's Articles of Association having due regard to their continuing independence, as may be demonstrated by their contributions, impartiality and effective oversight of the management of the Company during their tenure as Directors;
 - (h) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and

- (i) the appointment of any Director to an executive or other office, other than to the positions of Chairman of the Board and Group Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

Reporting Procedures

- 12. Full minutes of the Nomination Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Minutes of meetings of the Nomination Committee shall record sufficient details of the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

- 13. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.
- 14. The Nomination Committee shall make a statement in the annual report about its activities, and, if applicable, the processes used for the appointment of Directors during the reporting period, and whether external advice and/or open advertising was used.

Terms Available

- 15. The Nomination Committee shall make available these Terms on request and by inclusion on the Company's website, thereby explaining its role and the authority delegated to it by the Board.