

FRC Non-Executive Board Member Terms of Appointment

The terms of appointment are subject to the Articles of Association of the FRC as amended from time to time and to the Companies Act. The appointment will be for a period as agreed unless otherwise terminated by either party in accordance with the provisions of the Articles. The appointment may be renewed for a further three years by mutual agreement.

The anticipated time commitment is around 20 days per year. This will include scheduled FRC Board meetings each year, any emergency meetings and the meetings of the Nominations Committee and, if applicable, meetings of the Audit and Remuneration Committees as well as appropriate preparation time. Any circumstances which might affect a Member's ability to devote time to the role should be discussed with the Chair.

Board members are paid a fee of £25,000 per annum, paid monthly in arrears. This amount is inclusive of membership of the FRC Board Committees mentioned above. Additional fees are paid if a Board Member agrees to be a member of the Conduct Committee or Codes & Standards Committees. The FRC reimburses all reasonable expenses incurred in performing the duties of office and this will continue after the reform and the fees review.

The FRC Board, supported by the various Committees referred to above and the Executive Committee complies with the relevant principles and provisions of the Combined Code, including evaluating its own performance and appointing its own membership except for the Chair and Deputy Chair. It determines the FRC's overall strategy and is responsible for appointing the Chairs and members of the FRC's Operating Bodies (the latter in conjunction with their Chairs) and for overseeing their effectiveness. The role of the Board and its relationship with its new Committees, sub-committees and advisory councils will change under the new structure. The role as set out above relates to the existing arrangements.

Non-executive Directors of the FRC have the same general legal responsibilities to the FRC as any other Director and with the other FRC Directors are expected to support the FRC in achieving its agreed objectives for the benefit of its stakeholders and in the public interest.

FRC Directors are subject to the obligations set out in the Articles and to any Code of Conduct adopted by the Board. Board members should discharge their responsibilities in the public interest and with integrity, objectivity and independence.

It is accepted and acknowledged that you may have business interests other than those of the FRC and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, you should refer to the obligations detailed in the Code of Conduct and disclose the potential conflict to the Chair and/or Company Secretary. If, during your term and as a Board member, you are considering accepting an appointment to any public company, other public interest entity or a high profile position you should follow the process set out in the FRC's Code of Conduct. Further, if your circumstances were to change in a way that suggested it no longer remained appropriate for you to continue as a member of the FRC Board, the Board would wish to review the position with you.

All information acquired during your appointment and which is not in the public domain is confidential to

the FRC and should not be disclosed to third parties or used for any reason other than in the interests of the FRC, either during your appointment or following termination, without prior clearance from the Chair.

The Company (FRC) has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of Non-Executive Directors appointments. In the event that it proves necessary, the FRC has a procedure under which Directors may obtain independent professional advice at the FRC's expense.

Current FRC Non-Executive Director terms of office

Name	Appointment start date	Appointment end date	Term number
Sir Win Bischoff (Chairman)	01/05/2014	30/04/2017	1
Gay Huey Evans (Deputy Chairman)	01/04/2012	30/04/2017	2
Mark Armour	02/07/2012	30/06/2018	2
Sir Brian Bender	01/03/2014	28/02/2017	1
David Childs	01/05/2014	30/04/2017	1
John Coomber	23/07/2015	322/07/2018	1
Elizabeth Corley	01/04/2014	31/03/2017	2
Olivia Dickson	02/07/2012	30/06/2018	2
Ray King	23/07/2015	22/07/2018	1
Nick Land	01/04/2014	31/03/2017	2
Roger Marshall	01/11/2013	31/10/2016	2
Keith Skeoch	01/03/2012	28/02/2015	1

Correct as at 08 February 2016