

ST JAMES'S PLACE CAPITAL PLC

URGENT ISSUES COMMITTEE

TERMS OF REFERENCE

1 Constitution

On 21 February 2002 the Board of St James's Place Capital plc (the "**Company**") resolved the terms of reference of a Committee of the Board known as the Urgent Issues Committee (the "**Committee**").

2 Membership

2.1 The Committee shall comprise the Chairman or the Chief Executive and at least two other Directors of the Company (one of whom is a non-executive director). The identity of the two directors may change from meeting to meeting and shall be nominated from time to time by the Chairman or the Chief Executive.

2.2 The Company Secretary shall be Secretary of the Committee.

2.3 All the Directors of the Company shall have the right to attend meetings of the Committee.

3 Quorum

3.1 The quorum for decisions of the Committee shall be any 3 members of the Board, provided that at least one member of the Committee shall be the Chairman or Chief Executive, and at least one member shall be a non-executive director.

3.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Meetings

4.1 Meetings of the Committee shall be held as and when deemed appropriate and meetings (particularly if required on short notice) may also be held by telephone and by way of a written resolution signed by all members of the Committee.

4.2 Notice of any meeting of the Committee shall be given to all members of the Board. An agenda and any available supporting papers will be circulated to all members of the Committee prior to any meeting.

4.3 The meetings and proceedings of the Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of Directors.

- 4.4** The Committee shall have the discretion to decide who, other than the Directors, shall attend its meetings.

5 Terms of Reference

- 5.1** The terms of reference of the Committee shall be:-

- 5.1.1** to make decisions on matters of urgency concerning the Company and/or its subsidiaries which would otherwise require a decision of the Board of the Company but which cannot, in the opinion of the Chairman and the Chief Executive, await the next meeting of the Board, provided that the Committee shall not be empowered to deal with matters which are set out in the list of matters specifically reserved for the full Board;
- 5.1.2** consider any other matter specifically referred to the Committee by the full Board
- 5.2** Without prejudice to the foregoing, the Committee shall exercise the following powers and discretions:
- 5.2.1** Decisions shall only be made by unanimous agreement of all members of the Committee. If unanimous agreement cannot be reached the item(s) under consideration shall be referred for decision to the Board;
- 5.2.2** Prior to making a decision on a matter of urgency, the Chairman and/or the Chief Executive shall use all reasonable endeavours to consult fully with all other members of the Board who are in the United Kingdom, unless, in the opinion of the Chairman or Chief Executive, the item being considered is of a purely procedural nature only.
- 5.2.3** If any Director calls a Board meeting of the Company (in accordance with Article 89) to discuss a matter being considered by the Committee, then the Committee shall not act in relation to such matter but shall leave the matter to be decided by the Board.
- 5.2.4** The Secretary of the Committee shall provide a full report of any decisions taken, together with an explanation of the urgency, to the next meeting of the Board.

6 Reporting Procedures

The minutes of meetings of the Committee shall be taken by the Committee Secretary and circulated to all other Committee members and, upon request, be made available to all members of the full Board as soon as reasonably practicable after each meeting.

7 Authority

The Board authorises the Committee:-

- 7.1** to obtain outside legal or other independent professional advice at the cost of the Company in accordance with the guidelines set down by the Listing Rules published by the UK Listing Authority and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

These terms of reference will be subject to review by the Board from time to time.

Approved by the Board
21 February 2002
Chairman