

# Nominating committee charter



The Nominating & Governance Committee assists the Board by identifying individuals qualified to become Board members

## I. Purpose

The Nominating & Governance Committee (the “Committee”) is appointed by, and generally acts on behalf of, the Board of Directors (the “Board”) of SEI Investments Company (the “Company”). The Committee’s purposes shall be:

A. To assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of stockholders;

B. To recommend to the Board changes and modifications to the Company’s Director Nominee and Shareholder Communications Policy and to otherwise advise the Board on the corporate governance principles that should be applicable to the Company; and

C. To recommend to the Board director nominees for each committee of the Board.

## II. Membership

A. The Committee shall be composed of at least two directors, each of whom must be independent. A director shall qualify as independent if the Board has affirmatively determined that the director is an independent director within the meaning of Rule 5605(a)(2) of the NASDAQ Stock Market Rules, as amended.

B. The members of the Committee shall be nominated by the full Board and appointed by the Board for one-year terms or until their successors are duly appointed, subject to their earlier resignation, retirement, or removal. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The full Board shall designate one member of the Committee to serve as Chairperson.

## III. Meetings

A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than one time per year. A majority of the members of the Committee shall constitute a quorum.

B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

C. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegations shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Committee as a whole.

D. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

E. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and the Charter.

F. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

G. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

I. The Committee and its advisors shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities

#### **IV. Committee Authority and Responsibilities**

A. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

B. The Committee shall actively seek individuals qualified to become directors for recommendation to the Board.

C. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

E. The Committee shall administer the Company's Board Nominee and Shareholder Communication Policy.



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