

BRIGHTSPHERE INVESTMENT GROUP PLC

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Charter

This charter governs the operations of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of BrightSphere Investment Group plc (the “*Company*”).

Membership

The Committee shall be composed of at least three independent directors (or four independent directors if requested pursuant to Section 2.4(b) of the Shareholder Agreement dated as of September 29, 2014, by and among Old Mutual plc, OM Group (UK) Limited (certain of whose rights under the Shareholder Agreement have been subsequently assigned to HNA Eagle Holdco LLC) and the Company, provided such right to increase the size of the Committee shall continue only so long as the Shareholder Agreement is still in effect).

The independence of the Committee members shall be determined by the Board in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission (the “*SEC*”), Rule 303A.02 of the Listed Company Manual of the New York Stock Exchange, as amended (the “*NYSE Listed Company Manual*”) and standards adopted by the Board. The Committee members shall satisfy the independence requirements for nominating and corporate governance committee members set forth in the applicable laws, rules and regulations of the SEC and the NYSE Listed Company Manual.

The chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility to subcommittees, as it deems necessary or appropriate in its sole discretion.

Meetings

The Committee shall meet as often as it shall determine, but no less frequently than annually. In addition, the Committee shall meet as often as it deems necessary to carry out its duties as they may relate to the filling of vacancies on the Board or other committees of the Board at times other than the time of the annual meeting of shareholders of the Company.

Except as otherwise provided by the Articles of Association of the Company, the location and operation of meetings and similar procedural matters relating to the Committee shall, to the extent applicable, be the same as those that relate to meetings of, and procedural matters concerning, the

Board. The Committee shall adopt procedures regarding the recording, distribution and approval of minutes of meetings of the Committee.

Purpose and Responsibilities

The primary responsibilities of the Committee are to identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, and recommend to the Board the director nominees for each annual shareholders' meeting, and to take a leadership role in shaping the corporate governance of the Company. The Committee is also responsible for overseeing and managing the evaluation of the Board and management of the Company, which evaluations will be shared with the Board.

The Committee shall have the authority and responsibilities set forth in Rule 303A.04 of the NYSE Manual, subject to the Shareholder Agreement, including:

- The Committee shall develop and adopt appropriate criteria for identifying properly qualified directorial candidates. All such criteria must be recommended to and approved by the Board. The Committee shall review these criteria on an annual basis and make recommendations to the Board regarding approval or modification of these criteria.
- The Committee shall identify individuals believed to be qualified to become members of the Board. The Committee shall recommend to the Board the nominees to stand for election as directors at each annual general meeting of shareholders, or, if applicable, at any other general meeting of shareholders. In the case of a vacancy in the office of a director, including a vacancy created by an increase in the size of the Board, the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate, but in all cases the recommendations of the Committee must be consistent with the criteria for identifying qualified candidates approved by the Board.
- The Committee shall be responsible for reviewing and recommending for approval to the non-interested directors of the Board the directors' remuneration on a biennial basis.
- The Committee shall identify individuals believed qualified to serve on each standing committee of the Board and an individual to serve as Chair of each standing committee, and recommend to the Board the nominees for service on each standing committee. The Board shall approve all appointments to the standing committees of the Board of Directors.
- The Committee shall establish procedures to assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer. The Committee shall approve all appointments of chief executive officer of majority owned operating subsidiaries.
- The Committee shall advise the Directors about their continuing education on subjects that would assist them in discharging their duties, including leading-edge corporate governance and asset management industry issues.

- The Committee shall develop and recommend to the Board a set of corporate governance guidelines by which the Company shall operate. These corporate governance guidelines shall comply in all material respects with all applicable laws and regulations, including the requirements of the NYSE, and shall be posted on the Company's website. The Committee shall review these guidelines on an annual basis.
- The Committee shall establish procedures to exercise oversight of the Company's adherence to its corporate governance guidelines and the evaluation of the Board and Company management.
- The Committee shall periodically discuss with the Company's General Counsel or Chief Compliance Officer the Company's Code of Business Conduct and Ethics for Employees, Executive Officers and Directors and recommend any proposed changes to the Board of Directors for approval to the extent such changes are material in nature.
- The Committee shall periodically discuss with the Company's General Counsel or Chief Compliance Officer the Company's Policy on Insider Trading and recommend any proposed changes to the Board of Directors for approval to the extent such changes are material in nature.
- The Committee shall report regularly to the Board concerning the actions and recommendations of the Committee. The Committee shall prepare on an annual basis an internal performance evaluation of the Committee and report such performance evaluation to the Board. This evaluation should discuss the goals and objectives of the Committee, the performance of the Committee in light of the requirements of this charter, and any Committee recommendations concerning changes to this charter, the Company's criteria for identifying directorial candidates or the Company's corporate governance guidelines.
- The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. This shall include the sole authority to engage, retain and terminate independent search agencies to assist the Committee in identifying qualified director candidates if the use of such independent search agencies is necessary or useful in the Committee's sole discretion. The Committee shall have the sole authority to review and approve the search agency's compensation and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any such independent search agencies or other advisors.

The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, and the Board shall have sole authority to amend this charter.