



**UK SHELL PENSION PLAN (UKSPP)
2025 RULES FOR THE NOMINATION AND
SELECTION OF
MEMBER NOMINATED DIRECTORS OF THE
TRUSTEE COMPANY**

TABLE OF CONTENTS

Introduction	3
2025 Vacancies	3
Eligibility to stand as a candidate for appointment as an MND	3
Nomination Rules for MND candidates	4
MND Selection Process	5
Communicating the Selection process to members	6
Vacancy Rules and Terms of Office.....	6
Commitments required of a successful MND candidate	7
Selection key dates.....	8
Contact for queries	8

Introduction

UK Shell Pension Plan Trust Limited (“UKSPPTL”) is the corporate trustee of the UKSPP. The Board of Directors of UKSPPTL is responsible for the UKSPP’s governance. From October 2025, the Board will consist of six directors:

- Three directors appointed by Shell as the sponsor; and
- Three directors are Member Nominated Directors (“MNDs”).

The MNDs are nominated and chosen in accordance with procedures established by UKSPPTL in accordance with the Pensions Act 2004. UKSPPTL will review the procedures set out in these rules at least once every five years to ensure they remain appropriate for the UKSPP.

2025 Vacancies

There are currently two vacancies to be filled in this selection process.

The term of office will be four years. Information on the role of an MND can be found in the guide entitled “Introduction to Trusteeship”, which is available in the [“Useful Documents”](#) section of the UKSPP website or on [The Pensions Regulator’s](#) website:

MNDs will be selected from within the UKSPP membership. Members are invited to nominate themselves, and shortlisted candidates will be interviewed by a selection panel.

Eligibility to stand as a candidate for appointment as an MND

To stand for selection as an MND, you need to nominate yourself and satisfy the following requirements:

- on 31 July 2025 (the closing date for nomination), you must be an active or deferred member of the UKSPP;
- you must expect to be able to complete a four-year term of office as a member of the UKSPP;
- you must be able to be in London to attend all Board meetings (subject to any future restrictions on travel);
- you must not seek selection on the basis of representing any particular interests; all Trustee Directors must act in the best interests of all beneficiaries of the UKSPP.
 - Active members
- Any out-of-pocket expenses incurred by you on Trustee business should be borne by your local business cost centre;
- you must obtain the approval of your line manager and they must sign your nomination form to confirm approval;
- you must not be a director of the Principal Employer (Shell International Limited);

- you must not be employed in certain business areas involved with UKSPP matters, including the Trustee Services Unit, certain roles in HRUK and Group Pensions. In addition, members who provide advice in respect of UKSPP matters to any of these departments on a regular basis cannot stand as candidates for selection.
 - Deferred members
- You will not receive remuneration for your role. However, you will be entitled to claim reimbursement for reasonable expenses incurred in the course of fulfilling your duties;
- if you believe you might have a conflict of interest, such as being employed by or advising an organisation within or related to the energy sector, please contact the TSU before applying to discuss your situation.

In addition to the above, the Pensions Act 1995 sets out certain overriding circumstances in which individuals are disqualified from being Trustee Directors; for example, where the individual has an unspent conviction involving dishonesty or deception or where the individual is an undischarged bankrupt. All candidates for selection will be asked to confirm that they are not disqualified by the Pensions Act 1995. More details about the disqualification criteria are set out in the guide "Introduction to Trusteeship".

All candidates successfully selected as MNDs are eligible for future re-selection, provided they still satisfy the eligibility requirements at the time of the selection.

Nomination Rules for MND candidates

If you wish to be an MND candidate, then you must:

- complete the MND nomination form (which is available on request from the TSU), together with a current Curriculum Vitae;
- if you are an active member, ask your line manager to sign the declaration form to confirm their support for your nomination.

The completed nomination form and Curriculum Vitae must be sent by e-mail to SI-UKSPP-Trustee@shell.com by midnight on 31 July 2025.

The nomination period will close promptly; no forms received after that time will be considered.

Please note that sending the form on time and to the correct email address is your responsibility.

If a nomination form is invalid, you will be notified of the reason(s) why as soon as practicable; you may submit a further nomination form if time allows, but the form will not be considered unless it is received by SI-UKSPP-Trustee@shell.com before the nomination period closes.

MND Selection Process

The Selection process for 2025 will have the following stages:

1. Nomination: members put themselves forward to be considered as a candidate by completing a nomination form and providing a Curriculum Vitae.
2. Pre-Screening: Initial review of all nominations to ensure they meet the eligibility criteria.
3. Shortlisting: Evaluation of eligible nominees based on their skills, experience, and alignment with the Board's needs and the criteria set out in the 2025 Selection Rules.
4. Interviews: Conducting interviews with a maximum of five shortlisted candidates to assess their suitability for the role.
5. Selection Decision: The Selection panel will make their decision based on the interviews and overall assessment of each candidate.

The selection panel will hold interviews with candidates on either 18 or 24 September 2025. The purpose of the interview is to assess a candidate's experience and appropriateness for the role of MND. Candidates will need to demonstrate the following:

- (i) time commitment, to be able to attend all relevant meetings for their term of office, having spent sufficient time on the pre-read prior to each meeting and attended the necessary training (a minimum time commitment of 10 to 12 days per year will be required, including training, and there is a requirement for flexibility should there be ad-hoc meetings called),
- (ii) a sufficient understanding of what being a pension Trustee Director involves, the importance of the role, and what the Trustee's responsibilities are,
- (iii) an understanding of the UKSPP and familiarity with the Plan Guides and PlanViewer,
- (iv) the capacity and skills required to undertake the role of Trustee Director, not least to understand complex financial and policy issues, and be able to debate alternative solutions (for example, on investment strategies),
- (v) a willingness and ability to gain sufficient knowledge of Defined Contribution pensions in general, to take expert advice where necessary, to contribute actively to meetings, and pass the Pension Regulator's [Trustee toolkit](#) e-learning programme within six months of joining the Board,
- (vi) why they want to do the role, ensuring that there are no conflicts of interest in their application (e.g. to promote the interests of a particular group of members or to campaign on personal matters).

In addition to the criteria above, the panel will also consider the mix of skills and experience of the Trustee Board as a whole when selecting successful candidates, to ensure that the Board benefits from a diversity of thinking and experience.

The composition of the Selection interview panel, which will include at least one UKSPP member, will be determined by the UKSPPTL Chair, taking advice from the Head of UK Pensions and the Trustee's in-house legal adviser.

The panel's decision is final.

Communicating the Selection process to members

The TSU, on behalf of the Trustee, will inform all applicants about the outcome of their applications via email once the shortlisting process is complete.

After the interviews have concluded, the Trustee will provide full details of the Selection process, including information about the successful candidates, via email to all members and in the annual Trustee newsletter.

Vacancy Rules and Terms of Office

If there is more than one nomination for appointment as an MND, then selection interviews will be held. A maximum of five candidates will be put through to the interview stage.

If there is only one nomination, then the nominee will be interviewed by the selection panel and may become an MND.

If, following this process, we are unable to fill the MND vacancy, it will remain unfilled until the next selection. The next selection will take place at a time determined by the Trustee but will take place in any event within three years of the end of the unsuccessful nomination process.

If a serving MND vacates their office before the end of their term of office for any reason, the following will apply;

- *If more than one year of office remains, then:*
 - Selection Panel may approach applicants from the most recent selection exercise to fill the vacancy, or
 - An (early/additional) selection exercise may be launched.
- *If less than one year of office remains, then:*
 - Selection Panel may approach applicants from the most recent selection exercise to fill the vacancy, or

- Vacancy may be filled via the next scheduled (biennial) selection exercise.

If an MND vacates their office early after the Trustee has already initiated a selection exercise, the TSU will include the vacancy in that ongoing selection process.

If an MND fills a vacancy during the first half of a four-year term, it will be considered their first term under these Rules, allowing them to apply for only one more term. However, if an MND fills a vacancy in the second half of a four-year term, they may apply for two additional consecutive four-year terms.

An MND's term of office will end before the completion of the four-year term if the MND:

- ceases to satisfy the eligibility requirements (e.g. a member ceases to be a member of the UKSPP);
- is removed as a director by resolution of Shell Petroleum Company Limited (which is the shareholder of UKSPPTL). This is subject to the agreement of all the other trustee directors;
- is legally disqualified from acting as a trustee director;
- resigns from the Trustee Board: or
- dies.

Commitments required of a successful MND candidate

The Pensions Act 2004 requires that pension plan trustees must be familiar with their own Plan documents and have appropriate knowledge and understanding of trusts and pensions law and the principles of investment.

Members selected as MNDs are required to undertake trustee training prior to, or shortly after, their formal appointment as an MND. Training sessions will be organised during the term of office and each MND is expected to keep their knowledge up-to-date. Specifically, Trustee Directors will be expected to:

- Attend in-house introductory training by the Trustee Services Unit.
- Complete the Pension Regulator's online "[Trustee toolkit](#)" for DC Trustees.
- Attend webinars and or in-person conferences from Pensions industry experts such as the [Pensions and Lifetime Savings Association](#) (PLSA)
- Attend additional training sessions, which may be arranged before or after Board meetings.

In addition to the training, MNDs should ensure as far as possible that they are available to prepare for and attend the quarterly Trustee Board meetings, which are currently held in March, June, September and December. Dates for 2026 and 2027 are available on request. The Board may occasionally meet (in person or virtually) between quarterly meetings. Traditionally, the quarterly Board meetings have been held in person, in London. From time to time, meetings may be held outside of London, for example at the Trustee's key service providers' offices.

A time commitment of between 10 and 12 days a year is required.

Selection key dates

The key dates are summarised as follows:

Event	Date
Candidate nomination period opens	1 July 2025
Candidate nomination period closes	31 July 2025
Selection panel interviews	18 or 24 September 2025
Successful candidate appointed	7 October 2025
First Board meeting	16 December 2025

Contact for queries

Donna Livingstone, Plan Secretary

Email: SI-UKSPP-Trustee@shell.com