



DCC plc

Terms Of Reference

for the Nomination Committee

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1. Constitution and Authority

- 1.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 1.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice.
- 1.3 The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board.
- 2.2 The Committee shall comprise at least three members, the majority of whom shall be independent non-executive Directors.
- 2.3 The Board shall appoint the Committee Chairman, who shall be either the Chairman of the Board or an independent non-executive Director. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
- 2.4 A quorum shall be two members.
- 2.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided that the majority of the Committee members remain independent.

3. Meetings

- 3.1 The Committee shall meet at least twice a year.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, other Directors and executives and external advisors may be invited to attend for all or part of any meeting as and when appropriate.
- 3.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

4. Duties

The duties of the Committee are as follows:

- 4.1 to regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 4.2 to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 4.3 to give full consideration to succession planning for Directors, in particular the Chairman and Chief Executive, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed;
- 4.4 before making an appointment, to evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 4.5 for the appointment of a Chairman, to prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
- 4.6 to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 4.7 to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- 4.8 The Committee shall also make recommendations to the Board as regards:
 - the appointment of suitable candidates for the role of Senior Independent Director;
 - the appointment of Chairmen and members of the Audit and Remuneration Committees;
 - the appointment of the Company Secretary;
 - the re-appointment of any non-executive Director at the conclusion of their specified term of office;
 - the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Articles of Association;
 - if and when circumstances deem necessary, the appropriateness of the continuation in office of any Director; and

- the approval of significant changes in the responsibilities of any executive Director.

5. Other Matters

- 5.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 5.2 The Committee shall compile a report to shareholders on its activities, including the process used for Board appointments and explain if neither external advice nor open advertising was used in the appointment of the Chairman or a non-executive Director.
- 5.3 The Chairman of the Committee shall attend the Annual General Meeting to answer questions on the Committee's activities.