

**LAND OF LEATHER HOLDINGS PLC**  
(the “**Company**”)

**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**  
(the “**Committee**”)

Adopted by the board on 1<sup>st</sup> July 2005.

**1 MEMBERSHIP**

- 1.1 Members of the Committee shall be appointed by the board and shall be made up of at least three members, the majority of whom shall be independent non-executive directors.
- 1.2 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.
- 1.3 The board shall appoint the Committee chairman who should be either the chairman of the board or an independent non-executive director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The chairman of the board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

**2 ATTENDANCE AT MEETINGS**

- 2.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers may be invited:
  - 2.1.4 by the Committee chairman, to attend for all or part of a specific meeting as and when appropriate, and
  - 2.1.5 by the Committee, to regularly attend meetings but the Committee may choose to meet without such person(s) being present for all or part of any meeting.
- 2.2 The company secretary or their nominee shall act as the secretary of the Committee.

**3 QUORUM**

- 3.1 The quorum necessary for the transaction of business shall be two both of whom must be independent non-executive directors. 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.
- 3.2 Any member of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any person participating in the meeting in this manner shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, at the place where the chairman of the meeting is at the time the meeting is held.

**4 FREQUENCY OF MEETINGS**

The Committee shall meet at least once a year and at such other times as required.

## **5 NOTICE OF MEETINGS**

- 5.1 Meetings of the Committee shall be summoned by the Committee secretary at the request of any member of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person attending and all other non-executive directors, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **6 MINUTES OF MEETING**

- 6.1 The Committee secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once agreed, to all other members of the board, unless a conflict of interest exists.

## **7 ANNUAL GENERAL MEETING**

The Committee chairman shall attend the annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8 DUTIES**

- 8.1 The Committee shall:
- 8.1.1 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
  - 8.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing Land of Leather, and what skills and expertise are therefore needed on the board in the future
  - 8.1.3 be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise
  - 8.1.4 before appointment is made by the board, 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. In identifying suitable candidates the Committee shall:
    - 8.1.4.1 use open advertising or the services of external advisers to facilitate the search
    - 8.1.4.2 consider candidates from a wide range of backgrounds, and
    - 8.1.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position
  - 8.1.5 keep under review the leadership needs of Land of Leather, both executive and non-executive, with a view to ensuring the continued ability of Land of Leather to compete effectively in the marketplace

- 8.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting Land of Leather and the market in which it operates
  - 8.1.7 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties, and
  - 8.1.8 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.
- 8.2 The Committee shall also make recommendations to the board concerning:
- 8.2.4 formulating plans for succession for both executive and non-executive directors and in particular for the roles of chairman of the board and chief executive
  - 8.2.5 identifying suitable candidates for the roles of chairman of the board, the chief executive and the senior independent director
  - 8.2.6 membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees
  - 8.2.7 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required
  - 8.2.8 the re-election by shareholders of any director under any provision of the articles of association having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required
  - 8.2.9 any matters relating to the continuation in office of any director at any time, including the suspension or termination of service of an executive director as a Land of Leather employee, subject to the provisions of the law and their service contract, and
  - 8.2.10 any significant changes in the responsibilities of any director.

## **9 REPORTING RESPONSIBILITIES**

- 9.1 The Committee chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.
- 9.4 The terms of reference of the Committee are to be publicly available.

## **10 REVIEW**

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

## **11 AUTHORITY**

- 11.1 The Committee is authorised to seek any information it requires from any Land of Leather director or employee in order to perform its duties.
- 11.2 The Committee is authorised to obtain, at Land of Leather's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.3 The Committee may delegate the final decision on any matter it has considered within its duties and responsibilities.
- 11.4 Any member of the Committee or the company secretary shall have the power to authenticate any decision of the Committee and to confirm that the decision has been made in accordance with the terms of reference of the Committee.