



NOMINATION COMMITTEE TERMS OF REFERENCE

Note: references to “the Committee” shall mean the Nominations Committee; references to “the Board” shall mean the Board of Directors; references to “the Company” shall mean Pendragon PLC.

1. PURPOSE

1.1 The primary function of the Committee is to ensure that there is a formal, rigorous and transparent procedure for the appointment of new directors to the board, to lead the process for board appointments and to make recommendations to the board. The Committee shall assist the board in ensuring its composition is regularly reviewed and refreshed so that it is effective.

2. MEMBERSHIP

2.1 The Committee is a committee of the Board and shall comprise at least three members, each of whom shall be a non-executive director. Appointments to the Committee shall be made by the Board. At all times a majority of the Committee shall be independent non-executive directors.

3. QUORUM

3.1 The quorum necessary for the transaction of business shall be two members one of whom should be the Committee chairman unless he/she is unable to attend.

3.2 The Committee chairman may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

4. SECRETARY

The Company Secretary also acts as secretary to the Committee and shall minute the proceedings and resolutions of all Committee meetings.

5. CHAIRMAN

The chairman of the Committee is the non-executive director who is the chairman for the time being of the Company, save in the case of the appointment of a replacement for the chairman of the Company, when the senior independent non-executive director shall chair the Committee.

6. PARTICIPATION EXCLUSION

The chairman shall not participate in any meetings or decisions relating to the appointment to the office of chairman of the Company. If the senior independent non-executive director is a candidate for the position of chairman of the Company, he shall not participate in any meeting or decision relating to the appointment to the office of chairman of the Company. If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest or interest that conflicts with the business of the Committee properly under consideration, that member shall not be permitted to vote at the meeting.

7. MEETINGS AND INVITATIONS TO ATTEND

The Committee will meet at least once in every year and at such other times as the chairman of the Committee shall require. The Committee may invite to attend its meetings or parts of its meetings any person for the purposes of assisting it with its business. In the event that the Committee invites the Chief Executive to attend for all or part of a meeting, the Chief Executive shall not attend or participate in any business relating to the appointment to the post of Chief Executive.

8. RESPONSIBILITIES

8.1 The responsibilities of the Committee are: -

- (i) regularly to review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed appropriate;
- (ii) to prepare a description of the role and capabilities required for a particular Board appointment;
- (iii) to identify, and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (iv) to satisfy itself, with regard to succession planning, that processes and plans are in place with regard to both Board and senior appointments;
- (v) to undertake an annual performance evaluation to ensure that all members of the Board have devoted sufficient time to their duties;
- (vi) to ensure that a candidate, on appointment and thereafter, has sufficient time to undertake the role and periodically to review his commitments;
- (vii) to ensure that the Secretary on behalf of the Board has formally written to any appointee, detailing their role and time commitments and proposing an induction plan, produced in conjunction with the chairman or, as the case may be, the senior independent non-executive director.

8.2 The Committee shall also make recommendations to the Board: -

- (i) as regards the re-appointment of any non-executive director at the conclusion of his specified term of office;
- (ii) concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association;
- (iii) concerning any matters relating to the continuation in office as a director of any director at any time;
- (iv) concerning the appointment of any director to such office other than to the positions of (a) the chairman and (b) the Chief Executive, the recommendations for which would be considered at a meeting of :

(a) all the directors (excluding any then currently serving chairman) regarding the position of chairman;

(b) all the non-executive directors regarding the position of Chief Executive;

(v) detailing items that should be published in the Company's Annual Report relating to the activities of the Committee; and

(vi) with regard to the membership and chairmanship of the audit Committee.

9. AUTHORITY

9.1 The Committee is authorised to seek any information it requires from any employees of the Company in order to perform its duties.

The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Signed:.....

Dated:.....