



NOMINATION COMMITTEE

Dimension Data Holdings plc Nomination Committee Terms of Reference.

Reference to "The Committee" shall mean The Nomination Committee.

Reference to "The Board" shall mean The Board of Directors.

Current members of the Committee:

- **Gordon Waddell (Chairman)**
- **Jeremy Ord**
- **Dorian Wharton-Hood**

1. Membership

- 1.1. The Committee shall be appointed by The Board and shall comprise of a Chairman and at least 2 other members.
- 1.2. The Board will appoint The Committee Chairman and determine the period for which they shall hold office. The Chairman of the company shall not be eligible to be appointed as Chairman of The Committee.
- 1.3. A majority of members of The Committee shall be non-executive directors who are considered by the board to be independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgment.
- 1.4. If a regular member is unable to act due to absence, illness or any other cause, the Chairman of The Committee may appoint another director of the company to serve as an alternate member having due regard to maintaining the required balance of executive and independent non-executive members.
- 1.5. Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

2. Secretary

- 2.1. 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 2 of whom at least 1 must be a non-executive director. 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.



4. Frequency of Meetings

4.1. The Committee shall meet not less than once a year and at such other times as the Chairman of The Committee shall require.

5. Notice of Meetings

5.1. Meetings of The Committee shall be summoned by the Secretary of The Committee at the request of any member thereof.

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 no fewer than 5 working days prior to the date of the meeting.

6. Minutes of Meetings

6.1. The 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 to all members of The Committee and to all other members of The Board.

7. Annual General Meeting

7.1. The Chairman of The Committee 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 of The Board and make recommendations to The Board with regard to any adjustments that are deemed necessary;

8.1.2. prepare a description of the role and capabilities required for a particular appointment;

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, ensuring that they consider candidates from a wide range of backgrounds;

8.1.4. satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior appointments;



- 8.1.5. assess and articulate the time needed to fulfill the roles of the non-executive directors on the board, and undertake an annual performance evaluation to ensure that all the non executive members of the board have devoted sufficient time to their duties.
- 8.1.6. ensure on appointment that a candidate for non executive directorship has sufficient time to undertake the role and review his commitments, ensuring that if he is an executive of another company this will be his sole non-executive appointment; and in the event that a candidate for chairman is being considered take note that he can not be a Chairman of more than one FTSE100 company or equivalent⁶;
- 8.1.7. ensure that each non executive director appointed has received a formal written letter of appointment; and
- 8.1.8. Ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the Chairman.
- 8.2. It shall also make recommendations to The Board:
 - 8.2.1. as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office;
 - 8.2.2. for the continuation (or not) in service of any director who has reached the age of 70;
 - 8.2.3. concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the company's articles of association;
 - 8.2.4. concerning any matters relating to the continuation in office as a director of any director at any time;
 - 8.2.5. concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full board.
 - 8.2.6. detailing items that should be published in the company's Annual Report relating to the activities of The Committee, including the process used for appointments and an explanation if external advice or open advertising has not been used;

9. Authority

- 9.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 9.2. 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.