

Dr. Martens plc Nomination Committee Terms of Reference



Approved: MARCH 2022

MEMBERSHIP AND QUORUM

The Dr. Martens plc (the “Company”) Nomination Committee (the “Committee”) shall comprise at least three independent non-executive directors of the Company. Members of the Committee are appointed by the board of directors of the Company (the “Board”) in consultation with the chair of the Committee. A majority of the members of the Committee must be independent non-executive directors. If the Board decides that a member of the Committee is no longer independent and as a result a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee.

The Board appoints the chair of the Committee, who must be either the chair of the Board or an independent non-executive director. The chair of the Board must not chair the Committee when it is dealing with the appointment of their successor. In the absence of the Committee chair and/or an appointed deputy, the remaining members present may elect one of the independent non-executive directors present to chair the meeting

The quorum shall be any two members, both of whom must be independent non-executive directors.

SECRETARY

The General Counsel and Company Secretary, or another suitably qualified person nominated by the General Counsel and Company Secretary, shall act as the secretary of the Committee (the “Secretary”).

COMMITTEE MEETINGS

The Committee will meet as often as it deems necessary to fulfil its responsibilities, but in any case at least twice a year. The Committee may hold meetings by telephone or using any other method of electronic communication, and may take decisions without a meeting by unanimous written consent, when the Committee chair considers this to be necessary or desirable. Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others to attend all or part of any meeting if it thinks it is appropriate.

The Secretary will ensure that proceedings and resolutions of all meetings are minuted and that draft minutes are circulated promptly to all members for approval.

The Committee chair must report formally to the Board on the Committee’s proceedings, providing an overview of key matters it has discussed, identifying any matters in respect of which it considers that action or improvement is required and making recommendations as to the steps to be taken.

The Company’s annual report will contain a section describing the work of the Committee in discharging its responsibilities. The Committee chair will attend the Company’s Annual General Meeting and be available to answer questions on matters within the Committee’s area of responsibility.

THE COMMITTEE’S ROLE

The Committee leads the process for appointing directors to the Board and senior management positions in the Company and its subsidiaries (the “Group”), ensuring that appropriate procedures for the nomination, selection, training and evaluation of directors. It has the delegated responsibility to:

- recommend potential Board and senior management appointments and reappointments to the Board;
- review and make recommendations to the Board in relation to Board and senior management succession planning, including ensuring plans are in place for an orderly succession and overseeing the development of a diverse succession pipeline; and
- review and monitor the effectiveness of the Company’s policies, objectives and strategies relating to diversity and inclusion.

TERMS OF REFERENCE

The Committee is authorised by the Board:

BOARD COMPOSITION AND SUCCESSION PLANNING:

- To monitor and assess regularly the structure, size and composition of the Board, including the skills, knowledge, independence, experience and diversity of its members, and the length of service of the chair of the Board, individual directors and the Board as a whole.
- To monitor and assess regularly the skills, knowledge, experience and diversity of the Group's senior management.
- To conduct a regular and proactive process of planning and assessment for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the purpose, values, strategy and culture of the Group, and the main trends and factors affecting the long-term success and future viability of the Group.
- To make recommendations to the Board concerning any changes needed to the succession planning process if its periodic assessment indicates that the desired outcomes have not been achieved.

BOARD APPOINTMENTS:

- To develop and apply a formal, rigorous and transparent procedure for Board appointments, based on merit and objective criteria and promoting diversity and taking care that appointees have enough time available to devote to the position.
- To lead the process for Board appointments and reappointments and make recommendations to the Board in relation to them.
- In relation to any specific appointment process, to prepare specifications of the role and responsibilities (including expected time commitments) and, in the case of the chair of the Board and non-executive directors, to use open advertising and/or an external search consultancy to facilitate the search.
- To require proposed appointees to the Board to disclose all significant commitments, with an indication of the time involved and the nature and extent of any actual or potential conflicts of their interests with the interests of the Group, and make recommendations to the Board as appropriate.
- To ensure that non-executive directors receive a formal letter of appointment recording the Company's expectations on Board meetings, committee service, training, information, and other expected involvement in the Company's activities.

DIRECTORS' CONTINUATION IN OFFICE AND/OR EMPLOYMENT:

- To make recommendations to the Board about any matters relating to the continuation in office of any director, including the suspension or termination of service of an executive director as an employee of the Company.
- To make recommendations to the Board about the annual re-election of directors.

THE SID AND BOARD COMMITTEES:

- To make recommendations to the Board in relation to the role of senior independent director.
- To make recommendations to the Board in relation to the composition of the Audit and Risk and Remuneration Committees and any other Board committees as appropriate, including the skills and knowledge of members, in consultation with the chair of the Board and the chair of the relevant committee.

DIRECTORS' CONFLICTS OF INTEREST:

- To require directors to disclose the nature and extent of any actual or potential conflicts of their interests with the interests of the Group, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate.

DIRECTORS' EXTERNAL COMMITMENTS:

- To require directors to disclose all significant commitments, with an indication of the time involved, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate in relation to the approval of such commitments and the disclosure of the reasons for approval of any approved commitment.

BOARD TRAINING AND EVALUATION:

- To oversee appropriate induction training for new directors and ongoing training as appropriate for the Board, its committees and individual directors.
- To oversee, with the chair of the Board, a formal and rigorous annual evaluation of the performance of the Board, its committees and individual directors and, in particular, to determine with the chair of the Board whether the Board evaluation should be externally facilitated and, if so, the nature and extent of an external evaluator's contact with the Board, its committees and individual directors.
- To review and assess the results of the evaluation process and make recommendations to the Board in relation to outcomes and further actions.

DIVERSITY, EQUITY AND INCLUSION:

- To oversee the Company's policy, objectives and strategy on Board, senior management and workforce diversity, equity and inclusion, taking into account the Company's strategy, objectives and culture, and monitor and assess regularly the implementation of the policy and progress towards objectives.

SHAREHOLDER ENGAGEMENT:

- To seek effective engagement with shareholders through the Committee chair on significant matters related to the areas of the Committee's responsibilities.

GENERAL

- To review its own performance, composition and terms of reference at least once a year and recommend to the Board any changes it considers necessary or desirable.