

BURBERRY GROUP PLC  
(the “Company”)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

**Membership**

The Nomination Committee (the “Committee”) shall comprise the Chairman of the Board, the Chief Executive and at least three independent non-executive directors; the over-riding requirement being that the majority of the Committee members should be independent non-executive directors.

The Chairman of the Board shall not chair the Committee when it is dealing with the succession of the chairmanship. In such circumstances, the Committee members present will elect one of their number to chair the meeting or part of the meeting.

Membership of the Committee will be reviewed annually. The current members of this Committee are:

John Peace – Chairman of the Committee

Angela Ahrendts

Philip Bowman

Ian Carter<sup>1</sup>

Stephanie George

John Smith<sup>2</sup>

David Tyler

The Company Secretary or his / her nominee will be the Secretary of the Committee.

**Quorum**

A quorum for meetings shall be two members both of whom should be independent non-executive directors.

**Attendance**

Only members of the Committee have the right to attend Committee meetings. The Committee may invite any other person(s) to attend all or part of any meeting as considered appropriate.

**Committee meetings**

Meetings shall be held not less than twice a year.

Any member may call a meeting of the Committee.

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<sup>1</sup> Ian Carter was appointed a member of the Nomination Committee on 18 May 2007.

<sup>2</sup> John Smith was appointed a member of the Nomination Committee on 2 February 2010.

## **Duties**

To identify and evaluate suitable candidates to fill Board vacancies when they arise and nominate candidates for the approval of the Board.

Before making an appointment, to evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for a particular appointment in light of this evaluation.

To consider candidates on merit and against objective criteria, taking care that appointees have enough time to devote to the position; consider candidates from a wide range of backgrounds and use open advertising and search consultants where necessary to identify candidates.

To review annually the structure, size and composition of the Board (including the skills, knowledge and experience required to discharge the Board's duties) and recommend any changes to the Board.

To be responsible for ensuring that the Board undertakes an annual evaluation of its own performance and that of its committees and individual directors.

To give full consideration to appropriate succession planning, having regard to the strategic direction of the Company and the skills and experience required, by satisfying itself that processes and plans are in place for Board and other senior appointments.

To keep under review the Company's leadership needs, both executive and non-executive, to ensure its continued ability to compete in the market place.

To review annually the time required from the non-executive directors and assessing through performance evaluation whether they are spending sufficient time to fulfil their duties.

To arrange for a non-executive director, on appointment, to receive a formal letter of appointment to the Board, setting out what is expected in terms of time commitment, committee service and any involvement outside Board meetings.

Setting policy for the granting of service agreements and their termination.

To review both its own performance and its Terms of Reference annually.

To ensure its Terms of Reference are made available to shareholders on the Company's website and, if requested, in hard copy.

## **Recommendations**

The Committee shall make recommendations to the Board with regard to:

formulating plans for succession for executive and non-executive directors and in particular for the key roles of the Chairman and Chief Executive;

the re-appointment of a non-executive director at the conclusion of his term of office having considered his or her performance, commitment to the role and continued ability to contribute to the Board in light of knowledge, skills and experience required;

suitable candidates for the role of the Senior Independent Director;

membership of the Audit and Remuneration committees, in consultation with the chairmen of those committees;

whether a director, who is due to retire under the Company's Articles of Association, should be put forward to re-election having considered his or her performance and continued ability to contribute to the Board in light of the knowledge, skills and experience required.

the appointment of any director to executive or other office (other than to the positions of the Chairman and Chief Executive, the recommendation for which shall be considered at a meeting of the Board); and

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 an employee of the Company (subject to the provisions of law and their service contract).

### **Reporting**

The Chairman of the Committee shall report to the Board on the proceedings of each Committee meeting.

The Committee shall prepare a statement, for inclusion in the Company's annual report, describing its work during the relevant period, including the process it has used for Board appointments and, in the case of appointment of a Chairman or non-executive director, if neither external advice nor open advertising were used.

The Chairman of the Committee shall attend the Company's Annual General Meeting and be available to respond to any question on the Committee's activities and areas of responsibility.

### **Authority**

The Committee shall have the power to employ, at the Company's expense, the services of such advisers as it deems necessary to enable it to fulfil its responsibilities.

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

### **Notes:**

The Committee was established on 21 June 2002. Its Terms of Reference were last amended on 23 March 2007.