

Terms of Reference

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Terms of Reference - Corporate Governance Committee

Constitution

1. The Board has resolved to establish a Committee of the Board to be known as the Corporate Governance Committee.

Membership and Quorum

2. The Committee shall consist of the Chairman and the Company Secretary. The Committee shall consist of not less than two members. A quorum shall be two members.
3. The membership of the Committee shall be reviewed on an annual basis by the Nomination Committee.
4. The Chairman of the Committee shall be appointed by the Board.

Attendance at Meetings

5. Any director of the Company is entitled to attend any meeting.
6. The Company Secretary shall be the Secretary of the Committee.

Frequency of Meetings

7. Meetings shall be held whenever the Chairman of the Committee deems it necessary but not less than once a year.

Duties

8. The duties of the Committee shall be:
 - 8.1 To review the corporate governance procedures of the Company and to ensure that they are up to date and comply with best practice.
 - 8.1.2 To make recommendations from time to time to the Board on any changes to the Company's procedures or processes which may be required to ensure that the Company is compliant with relevant laws and regulations, including by not limited to the Companies Act 2006 (and any amendment thereto), the Combined Code and the Listing, Prospectus and Transparency and Disclosure Rules of the UK Financial Services Authority.

Consultation

9. The Committee shall consult individual directors as it considers appropriate.

Authority

10. The Committee is authorised by the Board, at the Company's cost:
 - to obtain such information as it considers appropriate, including relevant information about corporate governance in other companies, either from within or outside the Company
 - to engage independent consultants with relevant experience and expertise if it considers this necessary.
11. The Committee is authorised to seek any information it requires from any employee and in that respect all employees shall be directed to meet any request made by the Committee.

Reporting Procedures

12. Agendas and papers for meetings will normally be circulated by the Company Secretary at the direction of the Chairman of the Committee at least five days before the meeting. All non-executive Directors whether or not members of the Committee will receive copies of the agenda and papers for a meeting.
13. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.
14. The Chairman of the Committee shall provide at the next Board meeting an oral report on each meeting of the Committee.
15. The Committee shall report on its responsibilities and activities and the frequency of, and attendance by members at, Committee meetings in the Annual Report.
16. The terms of reference of the Committee, including its role and the authority delegated to it by the Board, shall be made available on the Company's website.

Approved by the Board of Directors of De La Rue plc on 22 March 2007

