



MacArthurCook Limited & subsidiaries Nomination Committee Charter

Role of the Nomination Committee

The primary role of the Nomination Committee is to identify and recommend to the Board individuals to be selected to join the Board of the Company. In particular the Nomination Committee will:

- Identify individuals qualified to become Board members;
- Select, or recommend that the Board select, the Director nominees;
- Develop and refine the Board's criteria for selection of new Directors including the competencies and characteristics required;
- Determine a 'position description' for each Director;
- Ensure that prospective candidates for Board selection fully understand the role of the Board and the contribution they would be expected to make, including the time commitment and any participation in sub-committees of the Board;
- Via the Company Secretary, monitor the minimum shareholding requirement for all Directors;
- Report regularly to the Board and provide it with the minutes of all its meetings.

Composition

The Board shall confirm the membership of the Committee annually and it will initially comprise the Chairman and one other independent Director. The Board will appoint the Chairman of the Committee. The Company Secretary will act as secretary to the Committee.

Access

The Committee will have access as required to the Directors of the group. Such access will include the authority to see any information held by the Company that it requires from any external party.

Meetings

Members of the Committee will meet as required in order to achieve the above responsibilities. A quorum shall consist of the two Committee members.

The Chairman of the Committee must determine the Meeting Agenda in consultation with management and Committee members. Any Director of the Board may put forward a matter to the Chairman, which must be included on the Meeting Agenda for consideration by the Committee.

The Chairman will appoint a Secretary of the Committee for each meeting. Minutes of the Remuneration Committee meetings must be taken. The Board of Directors are to be copied on such information as it becomes available.

The Chairman of the Nomination Committee is to report to the Board on the activities of the Committee and to formally table the minutes of the intervening Committee meetings.