

# Nominations Committee Charter

## 1. Constitution

The Nominations Committee shall be a committee of the Board of Hallenstein Glasson Holdings Limited established by the board.

## 2. The purpose of the Nominations Committee is:

- a. Establish and review criteria for determining the suitability of potential directors;
- b. Identify suitably qualified people who could be considered for nomination or appointment as a director in the event of a vacancy on the Board;

## 3. Duties and responsibilities:

- a. In the event of a vacancy on the Board, make recommendations on candidates for nomination or appointment as a director;
- b. Oversee the director nominations and retirements by rotation process associated with the Company's Annual Meeting;
- c. Recommend procedures for the regular review of the performance of the Board and individual directors;
- d. Review from time to time the composition of the Board to ensure that the Board is of an appropriate size and contains a balance of the most appropriate skills, qualifications, background and experience to effectively govern the Company;
- e. Ensure there is an appropriate induction programme in place for new directors;
- f. Make determinations as to the independence status of all directors;
- g. Such other matters that the Board may refer to the Committee from time.

## 4. Membership

- a. Members of the Nomination Committee shall comprise non executive members of the board, appointed by the board.
- b. The number of members of the committee shall be no less than three, a majority of whom shall be non-executive directors

- c. The board shall appoint a chairman of the committee, who shall be an independent director.
- d. The appointment and removal of members of the nomination committee shall be the responsibility of the board.

## 5. Meetings of the Committee

- a. A quorum of members of the committee shall be at least two.
- b. The committee may have in attendance such members of management, including the Managing Director, and where appropriate external advisors, as it considers necessary to discharge the duties and responsibilities of the committee.
- c. Meetings shall be held as deemed necessary, but in any event at least once per year.

## 6. Authorities

- a. The committee will make recommendations to the board on all matters requiring a decision. The committee does not have the power or authority to make a decision in the board's name or on its behalf.
- b. The committee is authorised by the board, at the expense of the company to obtain such outside information and independent advice including market surveys and reports, legal opinion and to consult with outside advisors with relevant experience and expertise as necessary to properly discharge its duties and responsibilities.

## 7. Review of the Committee

- a. The board will undertake an annual review of the performance of the remuneration committee and its objectives and responsibilities.

## 8. Reporting Procedures

- a. After each meeting the chairperson will report the committee's recommendations to the board.
- b. The chairperson will present an annual report to the board summarising the committee's activities during the year and any related significant results and findings.

## 9. Disclosure

- a. A copy of this Charter is maintained on the company's website at [www.hallensteinglasson.co.nz](http://www.hallensteinglasson.co.nz)