

CAMPBELL BROTHERS LIMITED

Nomination Committee

Role, Rights and Responsibilities

Membership

The Nomination Committee is established by the Board of Directors. It is comprised of all the directors of the Board acting as the Committee and chaired by the Chairman of the Board.

Role

The role of the Nomination Committee is to:

- (a) identify individuals qualified to become Board members;
- (b) select individuals for nomination as members of the Board;
- (c) select directors to serve from time to time on Board committees and as Chairman of each committee;
- (d) ensure performance of the Committee is reviewed;
- (e) ensure an appropriate Board and committee structure is in place; and
- (f) review the Board's succession plans.

Responsibilities of the Nomination Committee

The following responsibilities are structured in accordance with the Nomination Committee's role:

- (a) To make recommendations from time to time as to changes that the Committee believes to be desirable to the size of the Board.
- (b) To identify individuals believed to be qualified to become Board members and to recommend such candidates for appointment to the Board.

Policy for appointment of directors

In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

- (c) To identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- (d) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- (e) Recommend the appropriate process for evaluation of the performance of each director, and
- (f) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members, including succession plans of the Board.

Meetings

The Nomination Committee meets as frequently as it deems necessary.

Delegation to Subcommittee

The Nomination Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.