NUPLEX INDUSTRIES LIMITED

NOMINATION COMMITTEE

CHARTER

(Adopted 24.02.11)

1 Constitution

The nomination committee shall be established by the board.

2 Objectives

The objectives of the committee include:

- to assist in planning the board's composition,
- evaluating the competencies required of prospective directors (both non-executive and executive),
- identifying those prospective directors, establishing their degree of independence,
- developing succession plans for the board to maintain an appropriate mix of skills, experience, expertise and diversity, and
- developing and implementing a plan for identifying, assessing and enhancing director competencies

3 Membership

Membership of the committee shall be comprised of not less than three non-executive directors currently in office of whom a majority, including the chairman of the committee, shall be independent.

The chairman of the committee shall be the chairman of the board or, when the appointment of a successor as board chairman is under consideration by the committee, another independent non-executive director selected by the board.

4 Secretarial and meetings

The secretary of the committee shall be appointed by the board.

A quorum of members of the committee shall be two whomust be independent non-executive directors.

All directors are entitled to attend meetings of the committee, except those directors whose positions as directors are under consideration by the committee in which case attendance is by invitation of the committee only.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee.

Meetings shall be held not less than twice per year. Any member of the committee may request a meeting at any time if they consider it necessary.

Minutes of all meetings shall be kept.

5 *Responsibilities*

Subject to the limitations on the committee's authorities contained in paragraph 6, the responsibilities of the committee are as follows:

- to identify and nominate, for the approval of the board, candidates to fill board vacancies as and when they arise;
- more specifically, to make recommendations to the board with respect to –
  - the appointment of directors;
  - the re-appointment of any non-executive director at the conclusion of their specified term of office;
  - the re-election by shareholders of any director under the retirement by rotation provisions in the company's constitution;
  - the degree of independence of any director; and
  - and other matters relating to the continuation in office of a director at any time;
  - the necessary and desirable competencies of directors;
  - the development of a process for the evaluation of the performance of the board, its committees and directors;
  - the appointment of the direct reports of the managing director and chief executive officer;
  - strategies to address board diversity
- before recommending an appointment, to evaluate the mix of skills, experience, expertise and diversity on the board and, in the light of the evaluation, to determine the role and capabilities required for the appointment;
- to formulate and review succession plans for both non-executive and executive directors, taking into account the challenges and opportunities facing the company and the skills and expertise accordingly required on the board in the future;
- to regularly review the structure, size and composition (including the skills, knowledge and experience) of the board and to make recommendations to the board regarding any changes;
- to keep under review the leadership requirements of the company, both non-executive and executive, with a view to ensuring the continued ability of the company to compete efficiently in the marketplace; and
- to consider such other matters relating to board nomination or succession issues as may be necessary.

6 *Authorities*

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.

The committee is authorised by the board, at the expense of the company, to consult with such outside services including the Institute of Directors Board Appointment Service, executive search consultants and other external resources, as it considers appropriate for carrying out its responsibilities. The committee shall also have access to adequate internal resources of the company as required.

7 Review of the Committee

The committee will undertake an annual self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the board and any other person the board considers appropriate.

8 Reporting Procedures

After each meeting the chairman will report the committee's recommendations and findings to the board.

The minutes of all committee meetings will be circulated to members of the board and to such other persons as the board directs.

The chairman 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 of Board Selection Processes

The Board shall take steps to ensure that the annual report contains the followings information for shareholders:

- details as to whether the company develops a skills matrix and uses this matrix to identify any 'gaps' in the skills and experience of the directors on the Board.
- The process by which candidates are identified and selected including whether professional intermediaries are used to identify and/or assess candidates
- The steps taken to ensure that a diverse range of candidates is considered
- The factors taken into account in the selection process.
- A statement as to the mix of skills and diversity for which the board of directors is looking to achieve in membership of the board.