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Nomination Committee Charter

Pacific Lime and Cement Limited

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1. Composition

The full Board performs the function of a Nomination Committee.

From time to time, if it is considered appropriate, non-Board members may be invited to attend Board meetings when nomination matters are being discussed.

2. Role

The Board's function as a Nomination Committee is to effectively examine the selection and appointment practices of the Company.

3. Operations

The full Board shall meet in its capacity as a Nomination Committee as required. Minutes of such meetings are to be kept and the meetings are to be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

4. Responsibilities

4.1 Size and Composition of the Board

To ensure that the Board has the appropriate blend of directors with the necessary expertise and relevant industry experience, the Board shall:

- Regularly review the size and composition of the Board;
- Identify and assess necessary and desirable director competencies and provide advice on the competency levels of directors with a view to enhancing the Board;
- Make recommendations on the appointment and removal of directors;
- Make recommendations on whether any directors whose term of office is due to expire should be nominated for re-election; and
- Regularly review the time required from non-executive directors and whether non-executive directors are meeting that requirement.

4.2 Selection Process of New Directors

The Committee is empowered to engage external consultants in its search for a new director. The initial appointment of a new Director is made by the Board. The new Director will be required to stand for election at the Company's next general meeting.

4.3 Performance Appraisal Competency

The Committee shall:



- Develop a process for evaluation of the performance of the Board, Board committees (if any), and when deemed appropriate by the Chair, individual Board members;
- Implement ways of enhancing the competency levels of directors;
- Consider and articulate the time required by Board members in discharging their duties efficiently;
- Undertake continual assessment of directors as to whether they have devoted sufficient time in fulfilling their duties as directors;
- Develop a process for and carry out an evaluation of the performance of the Managing Director;
- Ensure new directors are appropriately inducted; and
- Provide all directors with access to ongoing education relevant to their position in the Company.

4.4 Succession Plans

The Committee shall review the Company's succession plans.

Succession plans are to assist in maintaining the appropriate balance of skills, experience, and expertise on the Board.

5. Authority and Resources

The Committee may, when it considers it necessary or appropriate, seek advice from external consultants or specialists.