



NOMINATION COMMITTEE CHARTER

THE a2 MILK COMPANY LIMITED ("Company")

1. Charter

The Nomination Committee ("**Committee**") shall be a committee of the board of directors of the Company ("**Board**") established by the Board.

2. Objectives

The objectives of the Committee are to:

- assist the Board in planning the Board's composition and that of its committees;
- advise and assist the Company's Chair and the Board (as the case may be and as required from time to time) with respect to the review of the performance of the Board, committees of the Board, and individual directors;
- evaluate the competencies required of prospective directors (both non-executive and executive), identify those prospective directors and establish their degree of independence;
- develop succession plans for the Board; and
- make recommendations to the Board accordingly.

3. Membership

Membership of the Committee shall comprise members of the Board appointed by the Board.

The number of members of the Committee shall be not less than three directors and a majority of whom shall be independent directors.

The Board shall appoint a Committee Chair from among the independent non-executive members of the Committee.

4. Secretarial and Meetings

The secretary of the Committee shall be appointed by the Committee.

A quorum of members of the Committee shall be two.

All directors who are non-members of the Committee are entitled, if invited by the Committee, to attend meetings of the Committee.

Reasonable notice of meetings and the business to be conducted at such meeting shall be given to the members of the Committee and any other person invited by the Committee to attend.

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Meetings shall be held not less than twice per year having regard to the occurrence of Board vacancies, actual or anticipated. Any member of the Committee may request a meeting at any time if they consider it necessary.

If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Minutes of all Committee meetings shall be kept. Such minutes will be prepared for approval by the Committee and, once approved, be circulated to the members of the Board.

Each member of the Committee will have one vote.

The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.

A member of the Committee will not participate in the review of their own performance.

A member of the Committee must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election or re-election to, or removal from, the Board.

The Committee must be provided with such internal resources as it considers necessary or desirable to fulfil its objectives.

The Company Secretary will provide such assistance as may be required by the Committee Chair in relation to preparation of the agenda, minutes or papers for the Committee.

5. Responsibilities

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

- identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter and the Nomination Procedure set out in the Schedule 1;
- more specifically, make recommendations to the Board with respect to:
 - 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
 - any other matters relating to the continuation in office of any director at any time;
- before recommending an appointment to the Board, evaluate the balance of skills, knowledge and experience on the Board and, in light of the evaluation, determine the role and capabilities required for the appointment;

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- provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any));
- inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
- formulate and review succession plans for both non-executive and executive directors and other senior managers of the Company, taking into account the challenges and opportunities facing the Company and the skills, experience, diversity and expertise accordingly required on the Board going forward;
- review the Nomination Procedure related to the selection, appointment and re-appointment of directors set out at Schedule 1 from time to time;
- 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 ensure a diverse range of candidates are selected and any gaps in the skill or experience of the Board are identified;
- 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;
- establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
- annually review and report to the Board on:
 - the Company's progress in meeting its current measurable objectives with respect to diversity in the current reporting period; and
 - the effectiveness of the Company's current measurable objectives with respect to diversity (this includes providing the Board with recommendations as to any updates that should be made to the measurable objective for the ensuing reporting period);
- establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- require non-executive directors to inform both the Chair of the Company and the Committee Chair before accepting any new directorships;
- having regard to the Company's Performance Procedure, advise and assist the Company's Chair and the Board (as the case may be and as required from time to

time) in the critical review of the skills, performance, and effectiveness of the Board, committees of the Board, and individual directors.

- provide to directors continuing education for the purpose of updating and maintaining their skills and knowledge;
- create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and
- consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board.

6. Authorities

The Committee will make recommendations to the Board on all matters requiring a decision by the Board. 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 seek professional advice or consult with such outside services including the Institute of Directors Board Appointment Service, executive search consultants and other outside sources of information and advice, as it considers necessary for carrying out its responsibilities.

7. Review of the Committee

Each year, the Committee will review and assess its performance, objectives, responsibilities, and processes and procedures to ensure that they are not unduly complex, are designed to assist the Board in effectively fulfilling its role and are delivering to a high standard.

The Committee shall also assist and advise the Board with respect to the Board's 'own review of these matters.

The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders will periodically:

- obtain feedback from the Board on the Committee's performance and implement any agreed actions; and
- provide any information the Board may request to facilitate its review of the Committee's performance.

8. Reporting Procedures

After each meeting the Committee Chair will report the Committee's recommendations and findings to the Board.

The Committee Chair will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

10. Revisions to this Charter

The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.

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Version:	2
Adoption date:	June 2018
Review date:	June 2020

**SCHEDULE 1
NOMINATION PROCEDURE**

- As noted in Paragraph 5 of this Charter, The Committee will be responsible for recommending to the Board candidates for election and re-election as Directors.
- In considering potential candidates, the Committee will undertake appropriate checks on the candidate including (as appropriate) checks as to the candidate's character, experience, education, criminal record and bankruptcy history ("**Background Checks**").
- It is the Committee's responsibility to ensure that all material information regarding the candidate, including negative information, is considered. The Committee shall consider whether the candidate would be an "Independent Director", as outlined in the Board Charter.
- If the candidate is standing for the first time the Committee must also consider any materially adverse information revealed by the Background Checks, or, if the candidate is being re-elected, information about the term of office served by the Director.
- The Committee must ensure that key information about the candidate is available to be provided to shareholders in order to assist shareholders in their decision as to whether or not to elect or re-elect the candidate. Key information includes:
 - (a) biographical details;
 - (b) relevant skills and experience; and
 - (c) other material directorships held.
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