

Fisher & Paykel Appliances Holdings Limited

Nomination Committee Charter

Establishment of the Nomination Committee

This Charter sets out the basis on which the Board has established a Nomination Committee pursuant to the authority contained in, and subject to the provisions of, the Constitution.

Objectives

The objective and purpose of the Nomination Committee is to assist the Board in fulfilling their responsibility to shareholders in ensuring that the Board is composed of Directors who contribute to the successful management of the Company and discharge their duties under the law diligently and efficiently.

Authority, Duties and Responsibilities

In addition to any other authorities, duties and responsibilities which have been assigned to it from time to time by the Board, the Nomination Committee has the authority, duty and responsibility to:

1. ensure that the Company has formal and transparent procedures for the selection and appointment of new Directors to the Board and relevant succession plans;
2. develop and implement a plan for identifying and assessing Director competencies;
3. identify individuals who are qualified to become Board members, taking into account a variety of factors, including, but not limited to:
 - a. the range of skills currently represented on the Board;
 - b. the skills, expertise, experience (including commercial and/or industry experience) and particular qualities that make individuals suitable to be a Director of the Company; and/or
 - c. the individual's understanding of accounting, finance and legal matters;
4. ensure that the Company has formal and transparent procedures for the review of the performance of the Board, individual Directors and Board's committees;
5. make recommendations for the appointment and removal of Directors and members of the Board's committees;
6. ensure that the Company has in place programmes for the effective induction of new Directors including any appropriate site tours, sessions with key employees, product reviews and reviews of strategic and business plans;
7. ensure that the Company has appropriate policies regarding the ongoing training and upskilling of existing Directors;
8. review, on an ongoing basis, the time commitment that the role of non-executive Directors requires, and whether the non-executive Directors are meeting this requirement; and
9. review, on an ongoing basis, the structure of the Board, its committees and their interrelationship.

Conflict

No member of the Committee will participate in the review of their own performance.

Nomination Committee Composition

The Nomination Committee shall consist of at least three members, each of whom will be appointed by the Board.

All of the members of the Nomination Committee shall be Directors of the Company. A majority of the members must be independent Directors.

The members of the Nomination Committee shall elect one of their members who is either an independent Director or the chairperson of the Board to be the chair of the Nomination Committee. In that person's absence, any independent Director may chair a meeting of the Nomination Committee.

The Nomination Committee may invite such other persons to attend their meetings as they consider appropriate. The Nomination Committee may, if it considers it appropriate, appoint a secretary.

Meetings and procedure

The Nomination Committee will meet as frequently as required.

A quorum for a meeting of the Nomination Committee is two members.

The Nomination Committee shall ensure that minutes of its meetings are kept and provide the minutes of each of its meetings to the Board in a timely manner.

The dates, times and venues of each meeting of the Nomination Committee will be notified to all members as far in advance as possible. Supporting papers shall also be sent to members as far in advance as possible.

The proceedings of the Nomination Committee will be governed by the provisions of the Constitution that govern meetings of Directors, in so far as they are applicable.

Consultation

The Nomination Committee shall have unrestricted access to executive management, all employees, Company records and may use financial, legal or other expert advisers as appropriate.

Reporting

The chair of the Nomination Committee (or a person nominated by the Nomination Committee for that purpose) must report to the Board on the Nomination Committee's proceedings following each meeting on all matters relevant to the Committee's duties and responsibilities.

The chair of the Nomination Committee must be available at the Annual Shareholders' Meeting to respond to any shareholder questions on the Nomination Committee's activities and areas of responsibility.

Review

The Nomination Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board. It must recommend to the Board any changes in the duties and responsibilities of the Nomination Committee and the terms of this Charter that it considers appropriate.