

**WILLMOTT FORESTS LIMITED**  
**("the Company")**

**NOMINATION COMMITTEE CHARTER**

**Nomination Committee**

The primary purpose of the Nomination Committee is to oversee the selection, nomination and appointment of Directors of the Company, the performance of the Board and its members, and the adoption of a succession plan for Directors and the Chairman.

**Responsibilities**

The Nomination Committee is to provide support and advice to the Board in fulfilling its responsibilities to shareholders by ensuring that the Board comprises individuals who are able to discharge the responsibilities of directors having regard to the law, commercial acumen and proper standards of governance. Thus the Committee will:

- assess the skills required on the Board;
- from time to time assess the extent to which the required skills are represented on the Board;
- establish processes for the review of the performance of the Board and its members;
- identify suitable candidates for appointment to the Board; and
- establish a succession plan for the Board and its Chairman.

**Role and Scope of Activities**

Subject to the overriding responsibility of the Board, the abovementioned responsibilities and the requirement that the Committee refers any relevant matters of importance to the Board, the Committee's authority hereby delegated by the Board is unfettered.

**Membership**

Number	At least two Directors, one of whom shall be an independent Director
Method of appointment and removal	As the Board determines annually
Review of independence of Directors	Annually
Appointment of Chairman of Committee	By the Committee annually
Quorum	At least one member of the Committee
Attendance of executive officers of the Company	By invitation of the Committee

**Secretarial and Support**

The Company shall provide the Committee with whatever secretarial and research support that is required from time to time.

The Chairman of the Committee is responsible for taking and publishing minutes of meetings of the Committee.

### **Access to Independent Legal Advice**

Members of the Committee may seek independent professional advice in connection with their duties and responsibilities, at the Company's expense with the prior approval of the Chairman of the Board.

### **Meetings**

Frequency	At least twice-yearly and otherwise as required
Calling of Meetings	By the Chairman of the Committee

### **Reporting Requirements**

The Committee shall report in writing to the Board by submitting minutes of the Committee's meetings to the Board.

### **Monitoring of Committee's Performance**

The Committee's performance will be reviewed annually by the Board.