

NOMINATIONS COMMITTEE CHARTER

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1.0 PURPOSE AND SCOPE

The Nominations Committee comprises the full Board and is a Committee of the Board established under Clause 122 of the Company's Constitution.

Proceedings and meetings of the Nominations Committee are governed by the provisions of the Constitution.

The primary purpose of the Nominations Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by ensuring that the Board is comprised of individuals who are best able to discharge their responsibilities as Directors, having regard to the law and the highest standards of governance.

This Charter sets out the responsibilities, structure and composition of the Committee of the Board of the Company.

2.0 COMMITTEE RESPONSIBILITIES

The responsibilities of the Committee include:

2.1 Assessing the skills and competencies required on the Board

The Committee shall, as and when it considers appropriate, but in any event on each occasion when an existing Non-Executive Director retires, assess the balance of skills, experience and expertise represented on the Board by the Non-Executive Directors and determine appropriate competencies required to enable the Board to carry out its mandate and complement Board effectiveness;

2.2 From time to time assessing the extent to which the required skills are represented on the Board

The Committee shall periodically assess the appropriate balance of skills required to competently discharge the Board's duties, having regard to the strategic direction of the Company, and report the outcome of that assessment to the Board;

2.3 Establishing processes for the review of the performance of individual Directors and the Board as a whole;

2.4 Encouraging and supporting Directors' professional development to enhance Director competencies

The Committee shall make recommendations to the Chairman of the Board on means by which skill levels of existing Non-Executive Directors can be enhanced;

2.5 Establishing processes for the identification of suitable candidates for appointment to the Board

Having regard to the skills required and the skills represented, the Committee shall implement a process that is formal and transparent, for the identification of suitable candidates for appointment to the Board of Directors;

2.6 Developing Board succession plans to maintain an appropriate balance of skills, experience and expertise on the Board;

2.7 Considering recommendations for the appointment and removal of Directors

The Committee shall make recommendations to the Board on candidates it considers appropriate for appointment; and

2.8 In carrying out all its functions the Committee will have due regard to the provisions of the Australian Stock Exchange with a view to ensuring that the Group seeks to adhere to the highest standards of corporate governance.

3.0 COMPOSITION

3.1 The Committee comprises the full Board.

3.2 In the event that a member of the Committee retires, is removed or resigns from the Board, that member shall cease to be a member of the Committee.

4.0 MEETINGS

- 4.1 The Committee shall meet as frequently as required.
- 4.2 Any Committee member may call a meeting of the Committee.
- 4.3 A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee in accordance with Clause 109 of the Constitution. The notice to members will include relevant supporting papers for the agenda items to be discussed.
- 4.4 The Committee shall have access to professional advice.
- 4.5 The Committee shall elect a Chairman and a Secretary.
- 4.6 Minutes of proceedings and resolutions of the Committee meetings shall be kept by the Secretary. Minutes should be distributed to all Committee members and the Chairman of the Board, after the preliminary approval has been given by the Committee Chairman. Minutes, agenda and supporting papers will be made available to any director upon request to the Secretary, providing no conflict of interest exists.

5.0 QUORUM

A quorum will comprise any 3 (three) Directors in accordance with Clause 107 of the Constitution.

6.0 DISCLOSURE

The Committee will ensure that the Annual Report includes suitable disclosure of Directors' information. Notice of meetings which include Directors standing for re-election will include biographical details, independence, competencies and qualifications to enable shareholders to make an informed decision on their re-election.

7.0 PUBLICATION

The Committee Charter will be posted on Blackmores' website blackmores.com.au