

Brambles

Nominations Committee Charter

Brambles Limited

Instituted:	4 December 2006
Amended	20 August 2007; 23 June 2009; 4 February 2011; and 1 July 2014

1. Establishment of Committee and Amendment of Charter

This Charter sets out the basis on which the Board has established a Nominations Committee pursuant to the authority contained in, and subject to the provisions of, the Constitution. This Charter may be amended by resolution of the Board.

2. Interpretation

ASX Listing Rules means the listing rules of the Australian Securities Exchange.

Board means the Board of Directors of Brambles.

Board Skills Matrix means the Board Skills Matrix approved by the Board, as amended from time to time.

Board Selection Process means the process set out in paragraphs 7.1(a) to (f).

Brambles means Brambles Limited.

Committee means the Nominations Committee of the Board.

Constitution means the constitution of Brambles.

Directors means the members of the Board.

Diversity Policy means the Diversity Policy approved by Board, as amended from time to time.

Group means Brambles and its subsidiaries and controlled entities.

3. Objectives

The objective and purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders in ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of Directors.

4. Committee Membership

4.1 Structure

- (a) The Committee will consist of the Chair of the Board of Directors and at least two non-executive Directors.
- (b) The Chair of the Board of Directors will be the Chair of the Committee, unless and until the Board appoints another independent Director Chair. The Chairman will not chair the Committee when it is dealing with the appointment of a successor to the chairmanship.
- (c) A majority of members of the Committee must be independent Directors, as determined by the Board in accordance with the requirements of the ASX Listing Rules and having regard to best practice principles from time to time.

4.2 Expertise

At least one member of the Committee must have an understanding of the industries in which the Group operates.

4.3 Company Secretary

The Company Secretary or their nominee will act as Secretary to the Committee, unless otherwise determined by the Committee.

5. Proceedings

5.1 Frequency

- (a) The Committee will meet as frequently as required but must not meet less than twice a year.
- (b) The Secretary to the Committee or any member may call a meeting of the Committee.

5.2 Notice

The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.

5.3 Supporting Papers

Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee as far in advance as possible.

5.4 Attendance

- (a) Only members of the Committee and the Secretary are entitled to be present at a Committee meeting.
- (b) The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:
 - (i) external advisers;
 - (ii) any executive or employee; or
 - (iii) any other non-executive Director,and may do so with or without executive management being present.

5.5 Quorum

A quorum for a meeting of the Committee is two members who are independent, non-executive Directors. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Committee.

5.6 Chair

- (a) In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.
- (b) The Chair of the Committee has a casting vote in addition to their deliberative vote, except that the Chair must not exercise a casting vote at any meeting at which only two of the Committee members who are present are entitled to vote.

5.7 Constitution

Proceedings of the Committee will be governed by the provisions of the Constitution, in so far as they may be applicable.

5.8 Minutes

Minutes of meetings of the Committee will be distributed to members for confirmation as soon as practicable and, after confirmation, distributed to all Directors unless a conflict of interest exists.

6. Authorities

6.1 Access

The Committee is authorised to seek any information it requires from any Group employee or from any other source.

6.2 Independent advice

The Committee is authorised to obtain outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary. The Committee may meet with these external advisers without management being present.

7. Duties and Responsibilities

7.1 Specific duties and responsibilities

Without limiting its role, specific duties and responsibilities of the Committee include the following:

- (a) assessing periodically the Board Skills Matrix to determine that it includes the skills required to discharge competently the Board's duties, having regard to the strategic direction of the Group, and making recommendations to the Board on any changes which should be made to that matrix;
- (b) having regard to the Board Skills Matrix, assessing the skills currently represented on the Board by the Directors to determine whether those current skills meet the required skills as identified. The Committee shall report the outcome of that assessment to the Board, and make recommendations to the Board on the means by which skill levels may be enhanced;
- (c) regularly reviewing the structure, size and composition (including the mix of skills, experience, expertise and diversity having regard to the Board Skills Matrix) of the Board and the effectiveness of the Board as a whole, and keeping under review the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace;
- (d) preparing a description of the role, capabilities and skills required for a particular appointment;
- (e) identifying suitable candidates for an appointment referred to in paragraph 7.1(d) including, if necessary, causing:
 - (i) a search to be undertaken by an appropriately qualified independent third party acting on a brief prepared by the Committee which includes the description referred to in paragraph 7.1(d);

- (ii) the search to be international, extending to those countries in which candidates with the necessary skills would ordinarily be expected to be found; and
 - (iii) the pool of candidates to include qualified persons who would fill an existing diversity gap having regard to the Board Skills Matrix, the Diversity Policy and the diversity objectives adopted by the Board from time to time;
- (f) upon completion of that process:
- (i) identifying suitable candidates to fill Board vacancies as and when they arise;
 - (ii) causing appropriate checks to be carried out on those candidates, such checks to include the candidate's character, experience, education, criminal record and bankruptcy history,

and nominating candidates for the approval of the Board. This will include executive Director appointments, as well as appointments of non-executive Directors and any subsequent decisions to extend their appointments;

- (g) the development of a process for evaluating the performance of the Chair, each Director and the Board as a whole, causing that evaluation to be conducted and reporting the results of the evaluation to the Board;
- (h) for the appointment of a chairman, preparing a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
- (i) ensuring that, on appointment, non-executive Directors receive a formal letter of appointment, setting out the time and responsibility envisaged in the appointment. The letter will set out whether or not these responsibilities extend to chairmanship or membership of Board Committees and/or any appointment as senior independent non-executive Director;
- (j) being responsible for selecting existing Directors to recommend to the Board for re-election by rotation at Brambles' Annual General Meetings, in accordance with the Constitution;
- (k) in carrying out its duties under this paragraph 7.1 in relation to any re-appointment of a non-executive Director on conclusion of their specified term of office, undertaking a process of review of the retiring non-executive Director's performance during the period from which the non-executive Director was appointed or most recently re-appointed, as the case may be, to the Board;
- (l) reviewing annually the time required of non-executive Directors and carrying out performance evaluations to assess whether the non-executive Directors are devoting enough time to fulfil their duties;
- (m) giving full consideration to whether succession plans are in place to maintain an appropriate mix of skills, experience, expertise and diversity on the Board, and satisfying itself that processes and plans are in place in relation to both Board (particularly for the key roles of Chair and Chief Executive Officer) and other senior appointments;
- (n) reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities, the mix of skills and diversity that the Board is looking to achieve in its membership, the process used for identifying and selecting candidates for appointment to the Board, the membership of the Committee, the number of Committee meetings and attendance over the course of the year; and

- (o) making available the Committee's Charter, explaining its role and the authority delegated to it by the Board.

7.2 Conflicts

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

7.3 Recommendations to the Board

The Committee will make recommendations to the Board (as and when it considers it appropriate):

- (a) arising out of the Committee's review of the Board Skills Matrix and the structure, size and composition of the Board and of the effectiveness of the Board;
- (b) on candidates it considers appropriate for appointment;
- (c) concerning the re-election by shareholders of any Director under the retirement by rotation provisions of the Constitution;
- (d) for the continuation, suspension or termination of service of an executive Director as an employee of the Group and, subject to law and their service contract, as a Director of the Board;
- (e) as regards plans for succession for both executive and non-executive Directors;
- (f) as regards the re-appointment of any non-executive Director at the conclusion of their specified term of office;
- (g) concerning any matters relating to the continuation in office of any Director at any time;
- (h) concerning the appointment of any Director to executive or other office, other than to the positions of Chair and Chief Executive Officer, the recommendation for which would be considered at a meeting of the Board; and
- (i) for any changes to this Charter it considers appropriate including, without limitation, to the Board Selections Process.

7.4 Special Projects

The Committee may undertake any special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

8. Reporting

8.1 Reporting to the Board

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

8.2 Annual General Meeting

The Chair of the Committee must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

9. Performance Review

The Committee must conduct an annual review of the performance of the Committee and its effectiveness, and recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of this Charter.