

Pacific Brands Limited Nomination Committee Charter

The Board of Pacific Brands Limited (**Pacific Brands**) has established a Nomination Committee (the **Committee**). The purpose for which the Committee was established and the powers of the Committee are set out in this document.

1 Role and Objectives

The role of the Committee is to assist and advise the Board on matters relating to the appointment and remuneration of the non-executive directors of Pacific Brands Limited (**PBG**).

The objectives of the Committee include:

- to review, assess and make recommendations to the Board on the necessary and desirable competencies of the non-executive members of the board of directors;
- to oversee the selection and appointment practices for non-executive directors;
- to develop succession plans for the Board; and
- to assist the Board in determining appropriate remuneration policies for non-executive directors.

2 Membership of the Committee

Unless otherwise determined by the Board, the Committee comprises a minimum of three non-executive directors. A majority of the directors must be independent directors.

The Board will appoint the Chair and members of the Committee and may remove and replace members of the Committee by resolution.

Where not appointed as a member, the Chair of the Board may attend meetings of the committee at his or her discretion, in an ex-officio capacity. Members of management may also attend meetings of the Committee at the invitation of the Chair.

3 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter. Meetings shall be called by the Secretary as directed by the Chair of the Committee or at the request of any individual director.

A quorum consists of the lesser of 2 members or a majority of members of the Committee.

The Committee may have access to financial, legal or other independent advisers, in accordance with the Board's general policy.

The Company Secretary or the General Manager Human Resources will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

The Secretary will be responsible for preparing, in consultation with the Committee Chair, the agenda for each meeting of the Committee and for compiling papers for the Committee to consider.

4 Reporting

The Chairman of the Committee will report to the Board following each Committee meeting. A copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee.

5 Responsibilities and functions

The Committee will be responsible for:

- reviewing and making recommendations to the Board on the total level of remuneration of non-executive directors and for individual fees for non-executive directors and the Chair, including any additional fees payable for membership of Board committees;
- reviewing and making recommendations to the Board regarding the appointment of non-executive directors, including:
 - periodically assessing the appropriate mix of skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - establishing processes for the identification of suitable candidates for appointment to the Board, including:
 - establishing criteria for Board membership;
 - engaging appropriate search firms to assist in identifying potential candidates; and
 - where appropriate, nominating appropriate candidates for non-executive directorship;
 - monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of non-executive directors; and
 - designing induction and ongoing training and education programs for the Board to ensure that non-executive directors are provided with adequate information regarding the operations of the business, the industry and their legal responsibilities and duties.

6 Review

The Committee will, at least annually review the charter and its performance.