

Cardno Limited

Nomination Committee Terms of Reference

Objective and role of the committee

The objective of the Committee is to assist the Board of Directors of Cardno Limited in discharging its responsibilities in relation to determining the composition of the Board and its Committees, identifying qualified individuals to become Board members and oversee the evaluation of the Board and its Committees.

Accordingly, its role will be to:

- > Determine the competencies required of Directors for the Board to fulfill its role which shall include character, judgment and relevant experience;
- > Develop and recommend a Board succession plan;
- > Develop and recommend to the Board an ongoing education plan to enhance Director's competencies;
- > Develop and recommend an annual performance evaluation of the Board and its Committees; and
- > Evaluate and recommend the appointment and removal of Directors.

Membership

The Committee will be appointed by the Board and shall consist of at least two members. In this regard:

- > the Board shall appoint the Chairman of the Committee; and
- > the quorum for meetings of the Committee shall be two members.

Duties and responsibilities

The Committee shall consider any matters relating to the structure, composition competencies and performance of the Board. In addition, the Committee shall examine any other matters referred to it by the Board.

Reporting requirements

The Chair of the Nomination Committee will report to the Board following each meeting. The report should cover the findings and recommendations of the Committee. The minutes of all Committee meetings shall be circulated to members of the Board.

Timing and frequency of meetings

The Committee will hold at least two (2) meetings per annum to fulfill its responsibilities. The Committee will also meet at the request of the Board or any other Director not a member of the Committee.

Authority and access to personnel and information

The Committee shall have access to advisors and to senior management of the Company. The Committee shall also have the ability to consult independent experts where required to fulfill its responsibilities.