



NOMINATION COMMITTEE CHARTER

1. PURPOSE

- 1.1. The Nomination Committee's (the "Committee") purpose is to assist the Peet Limited ("Peet") Board (the "Board") in its oversight of:
 - identification and appointment of suitable candidates to the Board and to the roles of Chairman and Lead Independent Director of the Board;
 - plans for succession of the Chairman of the Board and Managing Director and Chief Executive Officer ("CEO") and periodic evaluation of those plans; and
 - assessment of the performance of individual directors and the endorsement of retiring directors seeking re-election.
- 1.2. The purpose of all Committee work is derived from the Board's responsibility to shareholders to ensure that the Board is comprised of individuals who are best able to discharge the responsibilities of directors, having regard to the law and the highest standards of governance.

2. MEMBERSHIP AND TERM

- 2.1 The Committee shall currently comprise the full Board.
- 2.2 The Chairman of the Board is the Committee's chairman.
- 2.3 The Board reviews the composition of the Committee periodically.
- 2.4 Membership of the Committee is disclosed in the annual Corporate Governance Statement.
- 2.5 As the Committee currently comprises the full Board, the Committee will have full delegated authority to deal with the items covered in this Charter, without referring recommendations back to the Board.

3. MEETINGS

- 3.1 The Committee will meet periodically, as and when required.
- 3.2 Any person may be invited to attend meetings of the Committee, but not necessarily for the full duration of the meeting.
- 3.3 Proceedings and meetings of the Committee will be governed by the provisions of Peet's Constitution for regulating meetings and proceedings of the Board, in so far as they are applicable and not inconsistent with the terms of this Charter.
- 3.4 Any Committee member or the Secretary may call a meeting of the Committee or may request a member to call a meeting.
- 3.5 The quorum for a meeting is two (2) members or any greater number determined by the Committee from time to time.
- 3.6 In the absence of the Committee Chairman, the Lead Independent Director of the Board will be the Committee chairman. If neither are available or willing to act as Committee Chairman, the members shall elect one of their number as Chairman for that meeting.

- 3.7 Each Committee member shall have one (1) vote. In the event there is no (for or against) majority following a vote, the Committee Chairman shall not have a second or casting vote. Instead the matter voted upon shall be dismissed for reconsideration at a subsequent time to be determined by the Committee.
- 3.8 The Peet Group Company Secretary, or a nominee, will act as secretary to the Committee.
- 3.9 A notice of each meeting confirming the date, time and venue and the agenda and papers shall be forwarded to each member of the Committee in the week prior to the date of the meeting.
- 3.10 The Committee may engage and instruct external consultants to act as advisers to the Committee, as required. Advisers shall not receive a standing invitation to attend meetings.
- 3.11 The Committee has access to management, via the Managing Director and CEO, in relation to any Committee matter.
- 3.12 In carrying out all of its functions, the Committee will have due regard to the provisions of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
- 3.13 Each member of the Committee, with the consent of the Committee Chairman, may seek independent professional advice at Peet's expense on any matter connected with the discharge of his or her responsibilities. The consent of the Committee Chairman will not be unreasonably withheld.

4. REPORTING

- 4.1 Minutes of proceedings and resolutions of Committee meetings shall be kept by the Secretary. Minutes will be distributed to all Committee members, after preliminary approval has been given by the Committee Chairman.

5. PERFORMANCE AND FEES

- 5.1 The Committee's performance will be reviewed through the Board's periodical performance appraisal process.
- 5.2 Committee members are not entitled to receive any additional remuneration for their membership on the Committee.

6. PRIMARY DUTIES

6.1 The Committee's responsibilities include:

- The Committee shall periodically assess the overall skills and experience required to competently discharge the Board's duties, having regard to Peet's strategic direction and the diversity aspirations of the Board.
- The Committee shall, as and when it considers appropriate, but in any event on each occasion on which an existing non-executive director retires, assess the collective skills and experience of the non-executive directors represented on the Board and determine whether the Board, as a whole, has the skills and experience required to competently discharge its duties.
- Having regard to the skills, diversity and experience required and the skills, diversity and experience represented on the Board, the Committee shall implement a formal process for the identification of suitable candidates for appointment to the Board and/or chairmanship of the Board.
- In determining the process for the identification of suitable candidates for appointment to the Board and/or chairmanship of the Board, the Committee, where appropriate, will:
 - i. unanimously agree on the process to be applied and followed;
 - ii. delegate responsibilities between Committee members;
 - iii. take into account its diversity aspirations for the Board by considering a broad range of candidates; and
 - iv. consider appointing an appropriately qualified independent third party acting on a brief prepared by the Committee, to assist the Committee in its deliberations, including, where agreed by the Committee, in the identification of skills required and the search for candidates.
- The Committee will oversee and periodically evaluate the plan for the succession of the Chairman of the Board.
- The Committee will oversee and periodically evaluate the plan for the succession of the Managing Director and CEO.
- The Committee will determine whether there should be support for the re-nomination of a director retiring in accordance with the provisions of Peet's Constitution.
- In determining whether to support the re-nomination of a director, the Committee will undertake a process of review of the retiring non-executive director's performance during the period in which the non-executive director has been a member of the Board, and in so doing will conduct that review by whatever means it considers appropriate.

A member of the Committee shall not participate in the review of his or her own performance.

- The Committee will determine the protocols to define engagement between:
 - i. members of the Board, management and staff; and
 - ii. members of Board committees, management and staff.

7. REVIEW OF CHARTER

- 7.1. The Committee's charter is reviewed periodically to ensure it remains consistent with the Committee's authority, objectives and responsibilities.

8. PUBLICATION OF CHARTER

- 8.1 Key features of the charter are outlined in the Corporate Governance section of the annual report to shareholders and the full charter is also available at www.peet.com.au.

**BRENDAN GORE
MANAGING DIRECTOR AND CEO
PEET LIMITED**