



Nomination Committee Charter

1. General

- 1.1 The purpose of the Committee is to assist the Board of Washington H. Soul Pattinson and Company Limited with the selection of new Directors, the nomination of Directors for re- election, succession planning for the Board and the development of a process to evaluate the performance of the Board and the Directors.
- 1.2 In this Charter the following terms have the meanings shown:
 - 'Board'** means the Board of WHSP.
 - 'Director'** means a member of the Board of WHSP.
 - 'Secretary'** means the Secretary to the Committee.
 - 'Non-executive Director'** means a Director who is not employed in an executive capacity by WHSP.
 - 'WHSP'** means Washington H. Soul Pattinson and Company Limited.

2. Role and Responsibilities

- 2.1 The role of the Committee is to make recommendations to the Board with regard to the following:
 - Determine the necessary and desirable competencies of Directors.
 - Review the process for the selection of non-executive Directors.
 - Appoint Directors and consider whether Directors should be nominated to stand for re- election.
 - Review the Board succession plans.
 - Develop a process for the evaluation of the performance of the Board and Directors.
- 2.2 The Committee has no delegated authority from the Board to appoint Directors.

3. Composition

The Committee will consist of all non-executive Directors.

- 3.1 The Committee will consist of at least three members, a majority of whom are independent Directors (as determined by the Board).
- 3.2 The Company Secretary or their nominee will act as the Secretary to the Committee.

4. Meetings

- 4.1 The Committee is to meet as often as required and at least once each year.
- 4.2 Meetings will be called by the Secretary at the request of the Board or Committee Chair.
- 4.3 The Committee members will elect the Committee Chair. The Committee Chair is to be an independent Director (as determined by the Board).
- 4.4 Members of the Board who are not members of the Committee and others may attend meetings at the invitation of the Committee Chair.
- 4.5 Committee members are to excuse themselves from meetings while their nomination for re- election is being considered.
- 4.6 The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of Committee papers.
- 4.7 A quorum will comprise two members of the Committee.
- 4.8 A meeting of the Committee can be held in person, by telephone, by teleconference or by other electronic means or any combination thereof, so long as a quorum of members can hear the proceedings of the meeting at all times.

5. Procedures

- 5.1 The following process will generally be applied by the Committee when seeking new Directors:
 - Prospective Directors will be assessed based on their skills and experience irrespective of background or difference (refer to Diversity Policy).
 - The skills, expertise and experience of the existing Board will be compared to the current and expected future needs of the Company in order to establish the target skills and experience set to be sought from a new Director.
 - An initial list of candidates will be compiled by an external recruitment consultant based on the target profile established above. The consultant will be made aware of, and instructed to select candidates in compliance with, the Company's Diversity Policy.
 - Any Committee member with a personal or profession association with a candidate will be required to disclose that relationship. The Committee member may be required to excuse themselves from the discussion of that candidate.
 - The Committee will screen the initial list of candidates to identify those candidates who best suit the target profile.
 - Whenever possible the Chair and one or more Committee members will conduct the interviews with the selected candidates.
 - The other commitments of the candidates will be considered to ensure they are in a position to commit sufficient time to their Board duties.
 - The results of the interviews will be presented to the Committee and the Committee will make a recommendation to the Board.
- 5.2 The same assessment of the skills required on the Board will be performed when considering a nomination by a shareholder.

6. Delegation and Advisers

- 6.1 The Committee may engage the services of recruitment consultants or other independent experts to undertake research and assessment.
- 6.2 The Committee may delegate tasks such as initial interviewing of candidates to recruitment consultants.

7. Review

- 7.1 The Committee is to periodically review this Charter to keep it up to date with the responsibilities and objectives of the Committee.
- 7.2 Amendments to this Charter are to be made by the Board.

8. Publication

- 8.1 This Charter is to be made available on WHSP's web site.