



NOMINATIONS COMMITTEE CHARTER

The objective of the committee is to support and advise the board in fulfilling its responsibility to shareholders and to critically review:

- (a) the corporate governance procedures of Spitfire Materials Limited; and
 - (b) the composition and effectiveness of the company's Board and the boards of the major wholly-owned subsidiaries;
- and, in the course thereof -
- (i) devise criteria for board membership;
 - (ii) review size and membership of the company's Board, the boards of the major subsidiaries;
 - (iii) review fees payable to non-executive directors of the company's Board;
 - (iv) when necessary, propose candidates for consideration by the company's Board; and
 - (v) review Managing Director/CEO succession planning and advise the Board of progress.

The policy of the Board is that the functions of the Committee shall be dealt within the normal board meetings and the forward work plan will be presented to the Board. In addition, discussions of potential candidates will be reviewed with the full Board.

POLICY AND PROCEDURE FOR SELECTION AND APPOINTMENT OF NEW DIRECTORS

Directors are selected by reference to their background and experience which is relevant to the business needs of the Company. New directors are invited to join the Board by the chairperson, who makes the invitation based on recommendations made by the Board.