

Fisher Funds

GROUP NOMINATIONS COMMITTEE CHARTER

1. CONSTITUTION

The Nominations Committee ("**Committee**") has been established by the Boards of each of:

- Fisher Funds Management Limited ("**Fisher Funds**");
 - Kiwi Wealth Management Limited;
 - Kiwi Wealth Investments General Partner Limited;
 - Kiwi Wealth Limited;
 - Portfolio Custodial Nominees Limited;
 - Kiwi Investment Management Limited; and
 - any wholly owned subsidiary of Fisher Funds that may be incorporated from time to time,
- (each a "**Company**" and together, the "**Group**") to act as a combined Committee in respect of the Group.

Any reference to a "Board" or "Director" throughout this charter, is to be read as applying equally to the Board and Directors of each Company.

2. OBJECTIVES

The objective of the Committee is to advise the Board, recognising that Board representation is prescribed by the FFML TopCo Limited Shareholders' Agreement, to:

- ensure a formal and transparent procedure for the appointment of new directors to the Board;
 - from time to time evaluate the balance of skills, knowledge and experience on the Board;
 - to assist the Board in its oversight responsibility to all stakeholders by ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and best practice governance standards.
-

3. MEMBERSHIP

Members of the Committee shall comprise Directors appointed by the Board of Fisher Funds.

The number of members of the Committee shall be not less than three.

The Chair of the Board of Fisher Funds shall be the Chair of the Committee.

4. SECRETARIAL AND MEETINGS

The secretary of the Committee shall be appointed by the Board of Fisher Funds.

A quorum of members of the Committee shall be three.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

Meetings shall be held at least once per year and at other times it deems necessary. The proceedings of all meetings shall be minuted.

5. RESPONSIBILITIES

The responsibilities of the Committee are to review and make recommendations to the Board in respect of:

- a) assessing the skills, competencies and experience required on the Board;
- b) from time to time assessing the extent to which the required skills, competencies and experience are represented on the Board;
- c) establishing processes for the review of the performance of individual Directors and the Board as a whole;
- d) establishing processes to ensure that Directors remain fit and proper persons to be members of the Board and that their conduct is consistent with Board and regulatory expectations; and
- e) recommending the appointment and removal of Directors.

6. AUTHORITY

The Committee is authorised by the Board to obtain, at the reasonable expense of the relevant Company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the relevant Company, of outside parties with relevant experience and expertise if it considers this necessary.

7. REVIEW OF THE COMMITTEE

The Committee shall undertake an annual self review of its objectives and responsibilities. Such objectives, responsibilities and the charter shall also be reviewed by the Board and any other person the Board considers appropriate.

8. REVIEW OF CHARTER

This Charter will be reviewed annually or more frequently if required.

9. REPORTING PROCEDURES

After each Committee meeting the Chair shall report the Committee's findings and recommendations to the Board.

The minutes of all Committee meetings shall be circulated to members of the Board.