

MEAT & LIVESTOCK AUSTRALIA LIMITED

SELECTION COMMITTEE CHARTER

The role and constitution of the Selection Committee are clearly outlined in section 5 of the Company's Constitution. This section is reprinted below for reference:

5 Selection Committee

5.1 Role of Selection Committee

There is to be a Selection Committee for the purpose of reporting to the members of the company on the suitability of candidates for re-election or election to the office of director at general meetings.

5.2 Constitution of Selection Committee

- (a) The Selection Committee is to consist of:
 - (1) until the 2015 annual general meeting, three persons elected by Producers;
 - (2) from the 2015 annual general meeting, four persons elected by Producers;
 - (3) three persons appointed by Peak Councils; and
 - (4) two directors.
- (b) The members of the Selection Committee referred to in article 5.2(a)(1) and (2) are to consist of:
 - (1) until the 2015 annual general meeting, one person who is elected by Cattle Producers;
 - (2) from the 2015 annual general meeting, two persons who are elected by Cattle Producers;
 - (3) one person who is elected by Sheep Producers; and
 - (4) one person who is elected by Lot Feeders,and they are to be elected by the relevant Producers at the relevant annual general meeting.
- (c) A member of the Selection Committee referred to in articles 5.2(a)(1) and (2) holds office from the conclusion of the annual general meeting at which he or she is elected until the conclusion of the third annual general meeting after that annual general meeting.
- (d) A person may be elected to the Selection Committee at an annual general meeting under article 5.2(b) only if he or she:
 - (1) is a Producer and has, at least 6 weeks before the annual general meeting, served on the company a notice signed by him or her signifying his or her desire to be a candidate for election to the Selection Committee at that meeting; or

- (2) is nominated in writing by a Producer that is a body corporate and the Producer has, at least 6 weeks before the annual general meeting, served on the company a notice signed by the Producer nominating that person together with a notice signed by that person consenting to be a candidate for election to the Selection Committee at that meeting.
- (e) The members of the Selection Committee referred to in article 5.2(a)(3) are to consist of:
 - (1) one person who is appointed by the Cattle Council of Australia Inc.;
 - (2) one person who is appointed by the Sheepmeat Council of Australia Inc.; and
 - (3) one person who is appointed by the Australian Lot Feeders' Association,in each case by notice in writing served on the company at least 30 days before an annual general meeting.
- (f) A member of the Selection Committee referred to in article 5.2(a)(3) holds office from the conclusion of the annual general meeting held after his or her appointment until the conclusion of the following annual general meeting.
- (g) The directors may appoint the directors who are to be the members of the Selection Committee referred to in article 5.2(a)(4) and may determine the period for which they hold office. If a director appointed under this article 5.3(g) is a candidate for re-election, the directors must appoint another director who is not a candidate for re-election in his or her place.
- (h) The notice convening an annual general meeting must include the names of any candidates for election as members of the Selection Committee under article 5.2(b), the names of the persons elected under article 5.2(b) who are not candidates for election but will remain members of the Selection Committee after the annual general meeting, the names of the persons appointed by the Peak Councils under article 5.2(e), and the names of the directors referred to in article 5.2(g).

5.3 Proceedings of Selection Committee

- (a) The members of the Selection Committee must elect one of their members to preside as chairperson at meetings of the Selection Committee and determine the period for which that member is to be chairperson of the Selection Committee.
- (b) The members of the Selection Committee referred to in article 5.2(a)(4) have no right to vote at meetings of the Selection Committee.
- (c) The provisions of these articles applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of the Selection Committee.

5.4 Endorsement of candidates for election as directors

- (a) Within one month of each annual general meeting, the Selection Committee must fix the date by which:
 - (1) the directors retiring from office under article 4.1(f) at the next annual general meeting must be determined; and
 - (2) the persons who are candidates for re-election or election to the office of director at the next annual general meeting must serve notice of their intention to stand for re-election or of their candidacy or be nominated under article 4.1(o)(1).
- (b) The Selection Committee may take any action that it thinks appropriate to advertise vacancies and to identify persons suitable for re-election or election to the office of director.
- (c) The Board may provide a written report to the Selection Committee, and a presentation to a meeting of the Selection Committee, on the views of the Board on the qualifications and experience of candidates to be endorsed by the Selection Committee for re-election or election to the office of director.
- (d) In determining whether to endorse a candidate for re-election or election to the office of director the Selection Committee must have regard to the qualifications of the candidate relevant to, or the experience of the candidate in, one or more of the following fields:
 - (1) livestock production;
 - (2) business management;
 - (3) finance;
 - (4) the promotion of products;
 - (5) the international marketing of products;
 - (6) administration of research and development;
 - (7) commercialisation of the results of research and development;
 - (8) conservation and management of natural resources, and environmental and ecological matters; and
 - (9) any other field or fields nominated by the directors,and to the extent to which all the directors collectively would possess an appropriate mix of the qualifications and experience in the fields referred to in this article 5.4(d).
- (e) The Selection Committee must not endorse more candidates than the number of vacancies to be filled at an annual general meeting.
- (f) An endorsement of a candidate must include a statement containing, in respect of the candidate, particulars of the person's qualifications and experience in the fields referred to in article 5.4(d) and other information relating to the person that is, in the Selection Committee's opinion, likely to help the members to decide whether to re-elect or elect the person to the office of director.