



ELECTRICITY RETAIL CORPORATION
NOMINATION COMMITTEE CHARTER

1. PURPOSE OF THE COMMITTEE

The Nomination Committee (**Committee**) will assist the board in reviewing board and committee composition, performance and succession planning. This purpose includes identifying, evaluating and recommending candidates for the board.

2. DUTIES OF THE COMMITTEE

The duties of the Committee include making recommendations to the board for:

- the size and composition of the board and board committees;
- the selection, appointment and retirement of directors;
- the necessary and desirable competencies of directors;
- board succession plans that maintain an appropriate balance of skills on the board and the periodic review of those plans;
- a process for the evaluation of the performance of the board, non-executive board members and board committees; and
- an induction programme for directors.

3. MEMBERSHIP

The Committee shall consist of not less than two and up to four non-executive directors.

Members must declare that they are not subject to any relationships that might in the opinion of the board be viewed as a conflict of interest.

The board will appoint the Committee members and the chairman.

4. MEETINGS

The Committee must meet at least once every 12 months, and at such other times as the chairman of the committee considers necessary to enable the Committee to fulfil its duties.

The company secretary will circulate an agenda and any supporting documentation to members of the Committee sufficiently in advance of each meeting to enable adequate preparation.

The company secretary will be responsible for keeping minutes of the meetings together with copies of all materials put before the Committee.



The chairman of the Committee will report the deliberations of each meeting of the Committee to the subsequent board meeting.

The company secretary will provide minutes of the Committee meetings to the board for noting at the first board meeting occurring after the chairman of the Committee has approved the Committee minutes.

A quorum of the Committee will be the majority of the members of the Committee. If the Committee has only two members then both members must be present to constitute a quorum.

The Committee may invite other directors, management or external parties to participate in meetings from time to time.

5. AUTHORITY

The Committee is authorised:

- to seek any information it requires to perform its duties, from any employee of Synergy; and
- to obtain, at Synergy's expense, external legal or other professional advice on any matter within its charter.

In performing its role of finding suitable candidates to join the board, the Committee may appoint external professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the needs of the board.

6. COMMITTEE AND CHARTER REVIEW

The board will review this charter and the effectiveness of the Committee at least annually.

Reviewed and approved by the board on 23 February 2009.