

**Sanford Limited**  
**(“Sanford” or “the Company”)**  
**Nomination Committee Charter**

**1. Constitution**

1.1 The Nomination Committee (*the Committee*) shall be a Committee established by the Board.

**2. Objectives**

2.1 The Committee’s objectives are to:

- Regularly review and, when appropriate, recommend changes to the composition of the Board to ensure that the Company has, and maintains, the right composition of Directors to effectively govern and provide guidance to the business.
- Identify and recommend to the Board individuals for nomination as members of the Board and its Committees (taking into account such factors as it deems appropriate, including experience, qualifications, judgement and the ability to work with other Directors).

**3. Membership**

3.1 The Committee members shall be appointed by the Board from the Directors of the Company and shall consist of not fewer than two members. A majority of members should be independent.

3.2 The Chair shall be appointed by the Board.

3.3 The Managing Director shall nominate an employee to act as the secretary of the Committee.

**4. Quorum**

4.1 A quorum for the Committee shall be two members of the Committee.

**5. Procedure**

5.1 The Committee shall meet as required.

5.2 The Committee may have in attendance such members of management and such other persons as it may deem necessary to provide appropriate information, explanations or advice.

5.3 All Directors may attend each meeting by standing invitation.

5.4 From time to time the Chair of the Committee shall be entitled to request that the Committee meet without the presence of a particular Director.

5.5 From time to time the Chair of the Committee shall be entitled to call information meetings to discuss draft proposals.

5.6 The Committee shall ensure that minutes are kept of all Committee meetings.

**6. Responsibilities and Duties**

6.1 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated. The Board has delegated certain of its functions to the Committee, which is responsible for:

- Making recommendations to the Board as to its size.

- From time to time, as required, reviewing the composition of the Board to ensure that the Company has access to the most appropriate balance of skills, qualifications, experience and background to effectively govern the Company.
- Regularly reviewing the criteria for the selection of Directors and recommending to the Board any necessary alterations.
- Considering any person(s) nominated, either by Directors or shareholders, and making recommendations to the Board in respect of such nominations in accordance with the specific procedure referred to below.
- Establishing and implementing a program to regularly assess Board performance.
- Administering the procedure for selecting candidates for nomination and appointment in accordance with the specific procedure set out below and, subject to the provisions of the Constitution, recommending the removal of a particular Director from the Board.
- Ensuring that potential candidates understand the role of the Board and the time commitment involved when acting as a member of the Board.
- Overseeing the evaluation of the Board and reviewing Board succession planning.

## **7. Procedure for selection of Directors**

7.1 In accordance with Recommendation 2.2 of the NZX Code, the Committee shall administer a procedure for selecting candidates for nomination and appointment to the Board, which includes:

- Where any vacancy is identified by the Board, identifying candidates (using objective criteria and with due consideration to Sanford's relevant policies) who are suitably qualified and experienced to meet the skills needs of the Board (which may include the use of a skills matrix).
- Meeting with potential candidates to determine suitability for the role and facilitating meetings with senior management of the Company for the same to the extent considered necessary.
- Assessing the independence of any candidate in accordance with the independence criteria set out in the Board Charter, including by reference to the Board composition requirements and recommendations of the NZX Listing Rules and the NZX Code.
- Undertaking proper checks (as to a candidate's character, experience, education, criminal record and bankruptcy history).
- Making a recommendation to the Board in respect of a candidate's nomination or appointment.
- Ensuring the provision of key information about a candidate to shareholders to assist their decision as to whether or not to elect or re-elect a candidate (i.e. biographical details, relevant skills and experience, any other material Directorships they hold) and:
  - if the candidate is standing for the first time, any material adverse information revealed by checks the entity has performed (e.g. information regarding the person's character, criminal record or bankruptcy history); or
  - if the candidate is being re-elected, information about the term of office served by the Director.

7.2 All material information regarding a Board candidate recommended by the Nomination Committee to the Board for appointment, including negative information, shall be provided to the Board if the candidate is being elected by the Board.

## **8. Letter of Appointment**

- 8.1 In accordance with Recommendation 2.3 of the NZX Code, Directors shall be appointed formally by written agreement signed by the Chair of the Board.

## **9. Powers and Authority**

- 9.1 The Committee may delegate any of its responsibilities to the Chair of the Committee from time to time and on such conditions as the Committee considers appropriate.
- 9.2 The Committee has the authority of the Board to obtain any information and to investigate any matter within its terms of reference.
- 9.3 The Chair of the Committee has the authority of the Board to obtain independent professional advice and research and generally to engage such advisors and involve such consultants as the Committee considers necessary for its function subject to prior discussion with the Chair of the Board.

## **10. Accountability to the Board**

- 10.1 The Board reviews annually the Committee's performance against this Charter.
- 10.2 The Board reviews annually this Committee Charter.

**Reviewed by the Board on 17 November 2025**

**Approved by Sir Rob McLeod**

