

NOMINATION COMMITTEE

CHARTER

Contents

1.0 Purpose	3
2.0 Role	3
3.0 Structure	3
4.0 Meetings	3
5.0 Access to information and independent advice.....		4
6.0 Reports to the Board		4
7.0 Self Assessment		4

1.0 PURPOSE

The Board of Directors of Monadelphous Group Limited (“the Board”) has established a Nomination Committee (“the Committee”) within the terms of the “Board Committee Charter” (“Board Charter”). The Committee will assist the Board in the effective discharge of its responsibilities, by ensuring that the Board has an effective composition and size, and comprises of individuals who are best able to discharge the responsibilities of directors, having regard to the law and the applicable standards of corporate governance.

2.0 ROLE

The role of the Committee shall include:

- 2.1 the review of the structure and operation of the Board, having regard to all governing legislation and the applicable standards of corporate governance and where necessary, recommend changes to the Board in relation to its structure, size and operation.
- 2.2 the review of qualifications, skills, competencies, experience and diversity represented on the Board.
- 2.3 at the request of the Board, conducting a selection process identifying suitable candidates with the required qualifications, skills, competencies and experience for appointment to the Board. The Committee will recommend the selected candidate to the Board for appointment.
- 2.4 the review of other Board Committees and where necessary, make recommendations to the Board to change the structure, size and operation of these committees.
- 2.5 ensuring that there is a process for the evaluation of the Board and their performance.

3.0 STRUCTURE

The Committee shall be structured in accordance with the Board Charter and shall consist of at least three members.

The Committee shall be chaired by the Chairman of the Board.

The Board may determine the appointment of any member of the Committee at any time.

The Committee may invite such other parties to attend meetings as deemed appropriate.

The Company Secretary shall act as secretary for all meetings of the Committee.

4.0 MEETINGS

The Committee shall meet half yearly, and shall hold such additional meetings as it deems necessary. At a meeting of the Committee, the number of directors whose presence is necessary to constitute a quorum shall be three (3).

Any member of the Committee may request the Chairman to convene a meeting of the Committee at any time. That request shall be in writing and include an outline of the purpose for that meeting.

The Chairman shall convene a meeting for a date no later than 21 days after receipt of that request.

The Company Secretary, in conjunction with the Chairman will be responsible for developing and issuing the agenda, supported by explanatory documentation to the Committee members prior to the meeting.

Decisions will be determined by a majority vote, with the Chairman having the responsibility for reporting dissenting votes when reporting to the Board. The Chairman will have the casting vote in the event that there is not a clear majority.

5.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Committee has the authority to seek any information it requires from any employee of the Group and all employees must comply with such requests.

The Committee may take such independent legal, financial and other advice as it considers necessary.

6.0 REPORTS TO THE BOARD

The Committee shall keep the Board informed of its activities through the minutes of all its meetings and the Chairman of the Committee will formally advise the Board of any matters or recommendations requiring attention by the Board.

7.0 SELF ASSESSMENT

The Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with Best Practice. The Committee's Charter shall be reviewed annually and updated as required.

This Charter was approved, by way of a Resolution, in the Meeting of the Board dated 26th June 2008.



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Chairman of the Board