

NOMINATION COMMITTEE CHARTER

1. ROLE

To consider the appropriate size and composition of the Board, criteria for Board membership, potential candidates and the terms and conditions of appointment to and retirement from the Board.

2. RESPONSIBILITIES

The main responsibilities of the Committee are to:

- Conduct an annual review of the membership of the Board having regard to present and future requirements of Milton;
- Make recommendations to the Board on Board composition and appointments; including the appropriate skill mix, personal qualities, expertise and diversity.
- Undertake appropriate checks on potential candidates to be appointed as directors and provide material information to shareholders that are relevant to decide whether or not to appoint a particular candidate as a director.
- Recommends candidates to the board for submission for election by shareholders at the next annual general meeting.
- Conduct an annual review of the performance of the Board as a whole and that of its committees;
- Conduct an annual review of the independence of directors; and
- Oversee Board succession including the succession of the Chairman.

3. COMPOSITION OF THE COMMITTEE

Committee is chaired by an independent director and comprises majority independent directors who are not retiring and seeking re-election at the next annual general meeting.