

.director selection, appointment & **re-election policy & procedures**

Updated 18 June 2009

.the way we work .the way we relate .the way we serve .the way we learn .the way we play .the way we grow
.the way we inspire .the way we succeed .the way we lead .the way we work .the way we relate .the way we serve
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.the way we learn .the way we play .the way we grow **.the way of life**



Selection Policy

The Remuneration & Nomination Committee of the Board has responsibility to make recommendations to the Board about:

- 1.** The size and membership of the Board, and any additional competencies required on the Board.
- 2.** The process for conducting evaluations of the performance of the Board and individual Directors.
- 3.** Criteria (necessary & desirable skills, experience, and time availability) for appointment of Directors.
- 4.** The Board's succession plans.

In carrying out these responsibilities, the Remuneration & Nomination Committee continuously assesses the need for new Directors and, if a new Director is required, or a casual vacancy occurs, the necessary and desirable skills, experience, and time availability required of the new Director.

The Remuneration & Nomination Committee makes recommendations to the Board on the requirement for any new Director, the selection criteria and identification, recruitment and appointment process to be used.

Selection and Appointment Procedures

When the Board decides that a new Director is required, the following procedure will be followed:

- 1.** The Remuneration & Nomination Committee will identify individuals who meet the selection criteria approved by the Board. External consultants may be used if the committee considers it necessary, and the Board will be canvassed for possible candidates.
- 2.** Potential candidates will be reviewed by the Board to determine which candidates will be approached.
- 3.** The candidates will be approached to determine their willingness to act, and willing candidates will be provided with induction materials in accordance with the Director Recruitment and Induction Process.
- 4.** The Remuneration & Nomination Committee will interview candidates and prepare a short-list.
- 5.** The Chairman and/or the Board and/or the CEOs will meet with/ interview some or all of the short-listed candidates.
- 6.** The Remuneration & Nomination Committee will formally recommend to the Board individuals for appointment as Director.
- 7.** An Invitation to join the Board/Letter of Appointment, Consent to Act, Non-Executive Director's Disclosure of Interests Affecting Independence, and Declaration of Interests, will be forwarded to the candidate.
- 8.** Completed and signed forms will be returned to Vita Group.
- 9.** The Board will meet to formally make the appointment (subject to approval by Shareholders, and re-election as required by the ASX Listing rules and Vita Group's Constitution) and determine whether the Director is independent or not.

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Approval by Shareholders

Under the Vita Group Constitution, any person appointed as a Director by the Board (other than the Managing Director), either as an addition to the Board or to fill a casual vacancy, holds office until the next AGM. The Director is eligible for election as a Director at that meeting and, if elected, will be subject to retirement by rotation under Vita Group's Constitution.

Re-election Procedures

1. Each Director completes a self-assessment of their performance as a Director annually, and this is discussed with the Chairman. When a Director is due to stand down at the next AGM, particular attention is paid to the Director's performance and contribution, preparation for meetings, and time availability.
2. Prior to the Notice of Meeting for the AGM being sent out, the Remuneration & Nomination Committee reviews the performance of each Director due to stand down, and reviews the mix of skills and experience required by the Board. Each Director involved is asked to formally acknowledge that he/she has sufficient time available to carry out the duties of a Director of Vita Group. If it is considered that a Director due to stand down should be recommended for re-election, a formal recommendation is made by the Committee.