

VECTOR LIMITED

NOMINATIONS COMMITTEE CHARTER



1. PURPOSE, OBJECTIVE AND SCOPE OF ENQUIRY

The purpose, objectives and scope of enquiry of the Nominations Committee shall be to:

- Establish and review criteria for determining the suitability of potential directors;
- Identify suitably qualified people who could be considered for nomination or appointment as a director in the event of a vacancy on the Board;
- In the event of a vacancy on the Board, make recommendations on candidates for nomination or appointment as a director;
- Oversee the director nominations and retirements by rotation process associated with the Company's Annual Meeting;
- recommend procedures for the regular review of the performance of the Board and individual directors;
- Review from time to time the composition of the Board to ensure that the Board is of an appropriate size and contains a balance of the most appropriate skills, qualifications, background and experience to effectively govern the Company;
- Ensure there is an appropriate induction programme in place for new directors;
- Ensure that letters of engagement are in place for all directors;
- Make determinations as to the independence status of all directors; and
- Such other matters that the Board may refer to the Committee from time to time.

The Committee may obtain external legal or other professional advice in relation to any of the matters falling within its scope of enquiry at the Company's expense.

2. STRUCTURE AND COMPOSITION

The Committee shall comprise not less than three members, being directors of the Company a majority of whom shall, wherever possible, be independent non-executive directors.

The Board shall appoint the members and Chairperson of the Committee. Members may be removed by the Board at any time during their tenure.

3. CONSULTATION

For such time as the trustees of the Auckland Energy Consumer Trust hold not less than 50.01% of the shares of the Company, the Committee will consult with the trustees (or any appointed subcommittee of the trustees for this purpose) prior to finalising any recommendation to the Board on any candidate for nomination or appointment as a director.

The consultation process and any information shared between the Committee and the trustees as part of the consultation process will not bind:

- the Committee to any decision or recommendation; or

- the trustees to vote in any particular way in respect of any director nominated for election or re-election at a meeting of the Company's shareholders.

4. MEETINGS

The Committee will meet as often as the Committee considers necessary, but not less than twice in any calendar year. All meetings shall be minuted.

A quorum for a Committee meeting shall be three members.

5. REPORTING

The Committee shall report its decisions and recommendations to the Board; such report to be made at the next scheduled meeting of the Board or, in the case of a recommendation of a candidate for nomination or appointment as a director, at the meeting of the Board next scheduled after the conclusion of the consultation process contemplated by paragraph 3 above.

6. REVIEW OF COMMITTEE

The Committee shall undertake:

- (a) a regular self review of its objectives and duties; and
- (b) a regular self review of its charter.

Approved by the Board September 2007