



TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Composition and Functions of the Committee

1. The Nomination Committee shall be appointed by the Board and shall comprise the Chairman and two other directors. The chairman of the Committee will normally be a Non-Executive Director but may be the Chairman of Dairy Crest Group plc. A majority of the members of the Committee shall be Non-Executive Directors. Although not a member of the Committee, the Chief Executive will normally be in attendance at its meetings.
2. The Committee shall be responsible for making recommendations to the Board on the appointment of Executive and Non-Executive Directors. Recommendations shall be put to the full Board for its approval and the appointment of directors shall be made in accordance with the provisions of the Company's Articles of Association.
3. The Committee shall have the power to obtain reasonable external advice and assistance.

Meetings

4. The quorum for meetings shall be two.
5. The Company Secretary shall act as Secretary to the Committee and shall keep an appropriate record of its proceedings.
6. Meetings may be convened at any time by the chairman of the Committee and shall be convened by the Company Secretary if requested to do so by at least two members of the Committee. The Committee shall meet at least once a year.
7. Notice of Committee meetings shall be given to the members of the Committee and the Chief Executive.
8. Minutes of Committee meetings shall be circulated to members of the Committee and the Chief Executive. Copies of minutes may be provided to other directors at the discretion of the chairman of the Committee.

Process

9. Proposed nominations will normally be brought to the Committee by the Chairman and the Chief Executive.
10. All Directors will have the opportunity of meeting a proposed nominee before the Board meeting at which his nomination is proposed.

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