



Corporate Express Australia Limited

Nomination Committee Charter

Constitution

On 10 December 2002 the Board of Directors resolved to establish a Committee of the Board to be known as the Nomination Committee. The Charter of this Committee is set out in this document.

Membership

The Committee shall be appointed by the Board shall consist of not less than three members, the majority of whom shall be independent directors, and shall be chaired by an independent director.

Meetings

The Committee shall meet not less than twice each financial year. The Committee may meet at any time upon the request of its Chairman, anyone of its members or the Board of Directors.

Attendance at Meetings

Directors of the company, other than the members of the committee, shall not normally attend meetings, nor shall they have the right of attendance, however, they may attend by invitation.

The Company Secretary shall be the Secretary of the Committee. The Secretary should ensure that the agenda provided to the Secretary by the Chairman of the Committee is circulated with sufficient notice prior to each meeting. The agenda should be accompanied by appropriate supporting documents.

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Reporting Procedures

The Secretary shall circulate the minutes of Committee meetings to all Board members.

Matters arising from the Committee's activities should periodically be included in the agenda for the main Board meetings.

The Company's annual report to shareholders should include, as part of its Statement on Corporate Governance, a statement describing the responsibilities and activities of the Committee.

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Board member, other executive or employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at any of its meetings if it considers this necessary.

The Committee has the authority to review, on behalf of the Company, matters arising in all group companies.

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Duties

The duties of the Committee shall include:

- 1. Determining the criteria for selecting board members, with the over-riding requirement that there must be a majority of unrelated and independent directors.**
- 2. Submitting those criteria for the approval of the board.**
- 3. Reviewing membership of the board on an annual basis to ensure the appropriate skill and characteristics required of board members in the context of the current make up of the board are satisfied. This assessment should include an examination of diversity, age, skills, background etc.**
- 4. Considering which individual directors can be considered “unrelated” and disclosing that analysis to the board on an annual basis.**
- 5. Developing and implementing a process for assessing the effectiveness of the board as a whole, the committees of the board and the contribution of individual directors. Reporting annually to the board on an assessment of the boards performance.**
- 6. Proposing to the full board new nominees to the board, and detailing the criteria, background and experience which make those nominees applicable and appropriate nominees.**
- 7. Defining the role of each non executive director and the specific objectives of that role, in order to ensure that the company receives optimum benefit from the appointment of that non-executive director.**
- 8. Developing and implementing a mechanism for assessing annually the performance of the CEO.**
- 9. Providing an orientation and education program for new recruits to the board.**
- 10. Developing and reviewing succession plans for the board, senior management and other key managers**