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Nomination Committee Charter



Board Directive V009

Edited by Andreas Koopmann, Chairman of the Board

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Responsible Peter Ziswiler
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Nomination Committee Charter

This charter describes and defines the rules, competencies and duties of the Nomination Committee (NC).

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1. General Information

The Nomination Committee (hereinafter referred to as "NC") is a standing board committee of Georg Fischer Ltd (hereinafter referred to as the "Board").

The appointment of the Nomination Committee by the Board is based on the Organization and Business Rules in accordance with paragraph 4, in particular paragraph 4.3.

2. Responsibilities

The NC assists the Board in planning successors to the Board and the Executive Committee as well as in selecting eligible candidates for appointment to the Board and for the Executive Committee positions.

3. Appointment, Dismissal and Term of Office

The NC shall consist of a minimum of three non-executive Board members, the majority of whom are independent.

The Board appoints the members of the NC and designates the Chairman.

The committee is elected by the Board for one year and can be dismissed by the Board at any time. An unlimited number of re-elections shall be possible.

4. Duties and Responsibilities

4.1. Selection of candidates // The NC lays down the principles for the selection of candidates for election or re-election to the Board and the Executive Committee and prepares the selection of candidates in accordance with these criteria.

It prepares the long- and the short-list for the Board and provides recommendations.

If possible, members of the NC have the opportunity to interview candidates before they are proposed to the Board.

4.2. Management Development and appraisals // Annually, the NC evaluates and comments the report of the CEO about

- management development and respective activities,
- status of succession candidates and talents, especially regarding Senior Management,
- the appraisal report about each member of the Executive Committee and
- the succession planning (short- and mid-term) for the Executive Committee.

4.3. Appraisal of the CEO // Annually, the NC shall review the CEO appraisal which is discussed by the Chairman of the Board in a one-to-one meeting with the CEO.

4.4. Self-assessment of the Board of Directors // The NC leads the self-assessment process of the Board every second year and defines the criteria and its execution.

5. Meetings and Organization

The NC convenes as often as deemed necessary, at least twice per annum. Meetings are convened by the Chairman of the NC or upon request of a NC member or, in special cases, as a result of a Board decision.

A minimum of two members must be present in order for a resolution to be passed. The NC Chairman is entitled to cast the deciding vote. Members of the NC may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation will constitute presence in person at such meeting.

Minutes of the committee meetings are recorded and signed by the NC Chairman and the Secretary, represented by the Head of Corporate HR.

The NC generally carries out a self-assessment of its performance once a year.

6. Meeting Participation

In an advisory and non-voting capacity, the NC meetings are generally attended by:

- a) the Chairman of the Board;
- b) the President and Chief Executive Officer (CEO);
- c) the head of Corporate HR;
- d) and upon invitation, internal and external experts.

7. Reporting

7.1. Reporting to the NC // The CEO and the Head of Corporate HR as well as the executives designated by the committee, update the NC at the next NC meeting on all relevant matters pursuant to the duties and responsibilities listed in paragraph 4 of these rules.

Annually, the CEO delivers an appraisal report about all members of the Executive Committee including the succession planning for short- and long-term replacements and the management development.

The Chairman of the NC has the right to request information independently and directly from the CEO and the head of Corporate HR.

7.2. Reporting to the Board of Directors // The Chairman of the NC updates the Board at its meetings on the activities of the committee and submits the NC's opinion and recommendation on crucial personnel matters.

Every member of the Board receives the minutes of the NC meetings.

8. Responsibility

In principle, to the extent this rule does not provide otherwise, the committee has an advisory and supervisory function in its area of expertise. Its activities do not discharge the Board from its legal obligations and responsibilities, particularly with regard to personnel matters and succession planning.

9. Corporate Regulations

9.1. Abstention // Should there be any danger of a conflict of interest in the decision-making process involving business and subject matters, the executive body concerned is excluded from deliberation and adoption of resolutions and abstains from voting.

10. Concluding Provision

10.1. Entry into force // This regulation takes effect on 2 July 2015. It was approved by the Board on 1 July 2015. It replaces no previous regulations.

10.2. Revisions, amendments and adaptations // This regulation is reviewed generally every year and adapted if necessary.

11. Disclaimer

This directive is subject to change and does not constitute the base for any claims by any employees or third parties with regard to Georg Fischer Ltd or any of its corporate subsidiaries.

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