

# Appointment and Selection of New Directors

## Fisher & Paykel Healthcare Corporation Limited

The Board's procedure when selecting and appointing new Directors varies depending upon the circumstances of the Company at the particular time. Generally, however, the procedure for the selection and appointment of a new Director will be based on the People and Remuneration Committee doing the following:

1. assessing the needs of the Board to ensure that there is a range of skills and experience represented, including, but not limited to:
  - a. the range of skills and experience currently represented on the Board;
  - b. the skills, expertise, experience (including commercial and/or industry experience), diversity of backgrounds and particular qualities that make individuals suitable to be a Director of the Company; and
  - c. the individual's understanding of accounting, finance and legal matters;
2. where a need is identified or arises, using appropriate sources available to the People and Remuneration Committee, including professional intermediaries, to identify potential candidates for the Board;
3. carrying out, or arranging to be carried out, background checks on potential candidates for the Board;
4. developing a shortlist of potential appointees taking into account, among other things, the particular skills and experience of each individual appointee and their ability to fit with the existing Board; and/or
5. recommending to the Board the most appropriate person from the shortlist of potential appointees to be invited to become a Director of the Company.

### Policy for the Appointment of Directors

The People and Remuneration Committee policy for the appointment of Directors, as part of the broader selection and appointment procedure, looks to ensure that the potential appointee best matches the needs of the Board.

Factors considered by the People and Remuneration Committee when recommending a person for appointment as a Director include, but are not limited to:

1. the time commitment required by a Director to effectively discharge his or her duties to the Company;

2. the number of existing directorships and other commitments that may demand the attention of the appointee;
3. the nature of existing positions, directorships or other relationships and the impact that each may have on the appointee's ability to exercise judgement without conflicts of interest; and
4. the extent to which the appointee is likely to work constructively with the existing Directors and contribute to the overall effectiveness of the Board.

*In accordance with the Company's constitution, all new appointees to the Board will only hold office until the next Annual Shareholders' Meeting after the date of their appointment.*

The Company will ensure that a notice of Shareholders' Meeting involving the election of Directors will contain sufficient information to enable shareholders to make an informed choice about who should be elected as a Director including a statement by the Board as to whether it supports the nomination of the proposed candidate(s).

### Recommendation of Existing Directors

A number of factors are considered by the Board in relation to whether or not an incumbent Director should be recommended by the Board to the Shareholders of the Company for re-election. These include:

1. an assessment of the factors set out above under the heading "Policy for the Appointment of Directors", in so far as they relate to the incumbent Director;
2. the length of service of the Director. It is the Board's general expectation that a non-executive Director will hold office for an aggregate period of approximately nine years (including re-elections). However, the Board should consider all relevant factors, including the skills and experience of the Director, the skills and experiences of the other Directors, the average tenure of the other Directors, and the particular needs of the Company at that time; and
3. the Chair's assessment of the incumbent Director's performance, which takes into account a number of factors, including his or her attendance at, Board meetings and contribution to, and experience gained on, the Board historically.

The Company will ensure that notices of Annual Shareholders' Meeting contain relevant background information on those Directors recommended for re-election, including information about the term of office served by those Directors.

*Approved by the Board on 25 May 2018.*