

ROBERT WISEMAN DAIRIES PLC (the “Company”)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

1. Membership

- 1.1 The Committee shall be appointed by the Board and shall comprise of the Company Chairman and at least two other members. A majority of members of the Committee shall be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, Group Finance Director, the head of human resources and external advisors may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 If a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another director of the Company to serve as an alternative member, having due regard to maintaining the required balance of executives and independent non-executive members.
- 1.4 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

- 2.1 The Company Secretary or his/her nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be three of whom at least two must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Frequency of Meetings

- 4.1 The Committee shall meet as necessary to consider proposals for Board appointments and other matters within the scope of its terms of reference.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than three working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate at the same time.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated to all members of the Committee and, once agreed, to other members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1 The Committee shall:
 - 1.1 regularly review the structure, size and composition of the Board, evaluate the balance of skills, knowledge and experience on the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
 - 1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
 - 1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise, ensuring that the procedures followed are formal, rigorous and transparent;
 - 1.4 prepare a description of the role and capabilities required for a particular appointment;
 - 1.5 assess and articulate the time needed to fulfil the role of Chairman, senior independent director and non-executive director, and ensure that an annual

performance evaluation is carried out to ensure that all the members of the Board are effectively discharging and devoting sufficient time to their duties and responsibilities;

- 1.6 ensure on appointment that a candidate has sufficient time to undertake the role and review his commitments, and in the event that a candidate for Chairman is being considered, take note that he cannot be a Chairman of more than one FTSE100 company;
 - 1.7 ensure that the Secretary on behalf of the Board has formally written to any appointees, proposing an induction plan produced in conjunction with the Chairman;
 - 1.8 ensure that a meeting of the non-executives (without the Chairman present), led by the senior independent director is held at least annually to appraise the Chairman's performance; and
 - 1.9 determine whether executive directors may accept appointments as non-executive directors of third party companies.
- 8.2 The Committee shall also make recommendations to the Board:
- 2.1 concerning formulating plans for succession for both executive and non-executive directors and, in particular, for the key roles of Chairman and Chief Executive;
 - 2.2 concerning suitable candidates for the role of senior independent director;
 - 2.3 concerning membership of the Audit and Remuneration Committees in consultation with the Chairman of these Committees.
 - 2.4 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office, especially when he has concluded his second term;
 - 2.5 for the continuation (or not) in service of any director who has reached the age of 70;
 - 2.6 concerning the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's Articles of Association;
 - 2.7 concerning any matters relating to the continuation in office as a director of any director at any time; and
 - 2.8 concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full board.

9. Reporting Responsibilities

- 9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. Other

- 10.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Approved by the Board of Directors of Robert Wiseman Dairies PLC on
12 November 2009

NOTE: Reference to "the Committee" shall mean the Nomination Committee
Reference to "the Board" shall mean the Board of Directors