

**Antofagasta plc**  
**Nomination Committee**  
**Terms of Reference**  
**(Revised and adopted on 22 August 2011)**

1. The Nomination Committee comprises Directors of the Company, to be selected by the Board, and shall consist of no fewer than three members. A majority of the members should be Independent Non-executive Directors. The Board must from time to time review the composition of the Nomination Committee. Each Nomination Committee member shall be appointed for an initial period of up to three years, which may be extended for further periods of up to three years each.
2. The chairman of the Nomination Committee must be appointed by the Board and should be either an Independent Non-Executive Director or the Chairman of the Company. However, the Chairman of the Company should not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship.
3. The secretary to the Nomination Committee may be selected from time to time from among those present at a meeting, but shall otherwise be the Vice-President of Human Resources..
4. Meetings of the Nomination Committee shall be held at least twice a year. Accordingly, the secretary to the Nomination Committee shall call meetings of the Nomination Committee at least twice annually and at any other time(s) on request of any member of the Nomination Committee. The secretary shall circulate the papers for Nomination Committee meetings in good time before each meeting to allow members of the Nomination Committee to properly consider their contents.
5. The quorum for meetings of the Nomination Committee is any two of its members.
6. The duties of the Nomination Committee are:
  - 6.1 to lead a process for identifying suitable candidates to fill vacancies on the Board and nominating such candidates for the approval of the Board;
  - 6.2 to nominate candidates for the approval of the Board to fill vacancies on Board committees;
  - 6.3 to evaluate the balance of skills, knowledge and experience of the Board and its committees and, based on this and with due regard for diversity, to make appropriate recommendations to the Board and its committees' about their composition and, for particular appointments to the Board, to prepare a description of the vacancy arising and capabilities required of candidates;
  - 6.4 to assess the independence of the Non-Executive Directors and review this from time to time;
  - 6.5 to write to the Non-Executive Directors of the Company following their appointment, outlining their duties and responsibilities to the Company;
  - 6.6 to make arrangements for the training and development of one or more of the Directors, as appropriate following periodic reviews or as otherwise requested by the Chairman of the Company;
  - 6.7 to review the time commitment of the Non-Executive Directors;
  - 6.8 to oversee, annually, an internal review of the appraisal of the Board;

- 6.9 to guide and oversee the external evaluation of the Board (to take place at least once every three years), to appoint external evaluators from time to time to carry out such an evaluation and to assist the external evaluators with their evaluation as reasonably requested;
  - 6.10 to make appropriate arrangements for and give consideration to succession planning for the Board;
  - 6.11 to have regard to the principles and provisions of the Corporate Governance Code (as amended from time to time) on the composition of the Board; and
  - 6.12 to consider other matters as referred to the Nomination Committee by the Board.
- 7. The Nomination Committee chairman must report to the Board on the matters within the competence of the Nomination Committee.
  - 8. The Nomination Committee chairman should attend the Company's annual general meeting to be available to answer shareholders' questions.
  - 9. The Nomination Committee shall review its own performance, composition and constitution at least annually, and recommend any changes to the Board.
  - 10. The Nomination Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
  - 11. The minutes of any meetings of the Nomination Committee, to be taken by the secretary, should be circulated to all members of the Board. The Nomination Committee shall consult the Chairman (subject to managing any conflict of interest) and/or consultants or advisers about proposals relating to the nomination of Executive Directors. If consultants are appointed, a statement shall be made available of any other connections of those consultants with the Company.