

Antofagasta plc
Nomination Committee
Terms of Reference
(adopted 18 December 2003)

1. The Nomination Committee comprises Directors of the Company, to be selected by the Board, and shall consist of no less 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.
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. Meetings of the Nomination Committee shall be held at least [once] a year.
4. The quorum for meetings of the Nomination Committee is any two of its members.
5. The duties of the Nomination Committee are
 - 5.1 To nominate candidates for the approval of the Board to fill vacancies on the Board;
 - 5.2 From time to time to consider and make recommendations to the Board on its composition and balance;
 - 5.3 To consider other matters as referred to the Nomination Committee by the Board.
6. The minutes of any meetings of the Nomination Committee should be circulated to all members of the Board.