

F & J Prince Holdings Corporation

NOMINATION AND ELECTION COMMITTEE CHARTER

PURPOSE

The purpose of the Nominations & Elections Committee (the "Committee") is to seek qualified candidates to fill the expired term of any Board member(s), and to conduct the annual Board of Directors nominations and election process. The Committee will have such other duties and responsibilities as are described in this Charter or as are assigned to it from time to time by the Board of Directors.

COMPOSITION AND APPOINTMENT

The Committee will be comprised of not less than three members, one of whom must be an Independent Director, and who will be appointed annually by the Board of Directors. The Chairman of the Committee must be an Independent Director.

RESPONSIBILITIES

The Committee will:

Identify individuals who are qualified to become directors of the Company. It will undertake the process of identifying the quality of directors aligned with the company's strategic directions. It shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors. The Committee shall consider the following guidelines in determining the number of directorships for the members of the Board:

- The nature of the business of the Corporation which he is a director;
- Age of the director;
- Number of directorships/active memberships and officerships in other corporations or organizations;
- Possible conflict of interest.
- Diversity policy of the Board.

Make recommendations to the Company's Board of Directors regarding:

- a. Candidates for selection as nominees for election as directors of the Corporation at the Company's annual shareholders meetings.

- b. Candidates for appointment as directors of the Company to fill vacancies on the Company's Board of Directors.
- c. Candidates for election as directors of the Company.

In identifying and recommending candidates for election or appointment as directors, the Committee will:

- Consider individuals recommended by shareholders. The Committee may develop procedures to be followed in connection with shareholder recommendations (including without limitation deadlines for receipt of recommendations in connection with annual meetings, required information to be provided regarding a candidate, required consents of candidates to be considered by the Committee, and the treatment of previously recommended individuals). Any such procedures will be subject to the review and approval of the Board of Directors.
- Review the effectiveness and implementation of the Diversity Policy of the Board and recommend any revisions that maybe required.

Undertake other specific duties and responsibilities within the scope of its primary functions outlined above as the Committee or Board of Directors may from time to time determine.