

# **NOMINATION COMMITTEE CHARTER**

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## **1. NOMINATION COMMITTEE**

The Nomination Committee shall comprise three members, and where possible, have a majority of independent directors.

## **2. ROLE**

The function of the Nomination Committee is to identify and recommend candidates to fill vacancies and to determine the appropriateness of director nominees for election to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals.

## **3. OPERATIONS**

The committee is to meet at least annually, with further meetings on an as required basis. Minutes of all meetings are to be kept.

## **4. RESPONSIBILITIES**

The responsibilities of the Nomination Committee are:

- 4.1. to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- 4.2. to provide new directors with an induction to the Company;
- 4.3. to provide all directors with access to ongoing education relevant to their position in the Company;
- 4.4. provide a succession plan for directors and managing director in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- 4.5. evaluate the performance of the managing director;
- 4.6. review time required for non-executive directors to perform their duties;
- 4.7. annually evaluate the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- 4.8. before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors and record that review and recommendation in the minutes;

- 4.9. assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates;
- 4.10. annually review the composition of each committee and present recommendations for committee memberships to the Board as needed; and
- 4.11. undertake checks as to a nominated persons' character, experience, education, criminal record and bankruptcy history.

## **5. ELECTION/RE-ELECTION OF DIRECTORS**

- 5.1. The Company will ensure the following information is provided to shareholders before it puts forward to security holders a new candidate for election as a director:
  - 5.1.1. Any material adverse information revealed by the checks the entity has performed about the director;
  - 5.1.2. Details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally; and
  - 5.1.3. If the board considers that the candidate will, if elected, qualify as an independent director, a statement to that effect.
- 5.2. In the case of a candidate standing for re-election as a director:
  - 5.2.1. The term of office currently served by the director; and
  - 5.2.2. if the board considers the director to be an independent director, a statement to that effect; and
- 5.3. A statement by the board as to whether it supports the election or –re-election of the candidate.