
NOMINATION COMMITTEE CHARTER

EFFECTIVE AS AT 15 March 2023

REVIEWED: 13 March 2024

NOMINATION COMMITTEE CHARTER

1. COMPOSITION

A Nomination Committee is to be maintained comprising at least two non-executive directors with at least one director also being independent, if possible.

The Nomination Committee should be of sufficient size, independence and technical expertise to discharge its mandate effectively.

The Nomination Committee will appoint a Secretary to the Committee.

The full Board may comprise the Nomination Committee.

2. ROLE

The role of the Nomination Committee is to identify and recommend candidates to fill casual 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 and otherwise as required. Minutes of all meetings of the Committee are to be kept.

4. RESPONSIBILITIES

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members, such as experience, expertise and skills (including the regular review and update of a Board skills matrix) and performance of the Board and its committees;
- to provide new directors with an induction to the Company;
- to provide all directors with access to ongoing education relevant to their position in the Company to develop their expertise and to address any skill gaps identified in the Board skills matrix;
- provide a succession plan for directors and the Managing Director in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- evaluate the performance of the Managing Director;
- review time required for non-executive directors to perform their duties;
- at least 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;
- 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;
- assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates;
- ensure that appropriate checks as to character, experience, criminal record and bankruptcy history are undertaken, and a Director Independence Questionnaire completed, for all Board candidates, prior to appointment;

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- annually review and report to the Board on the proportion of women at all levels of the Company;
- annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- The Board in its discretion may from time to time decide to combine the responsibilities of the Remuneration Committee and the Nomination Committee into one committee.

5. REVIEW

The Board will review this Charter on an annual basis to ensure it remains consistent with the Board's objectives and responsibilities.