

Nomination Committee Charter

Introduction

The Nomination Committee oversees and monitors Board and senior executive performance, succession planning and the Company's diversity policy. It ensures that the Board has an appropriate balance of skills, knowledge experience, independence and diversity to enable it to discharge its duties and responsibilities effectively, although the Board retains ultimate responsibility for these practices.

Composition

The Nomination Committee is a committee of the Board.

All appointments to the Nomination Committee and the appointment of the chair shall be approved by the Board.

The Nomination Committee shall be structured so that it has at least three members, all of whom are independent directors and is chaired by an independent director to be elected by the Nomination Committee.

From time to time non-Nomination Committee members may be invited to attend meetings of the Nomination Committee if it is considered appropriate. Appointment to the Nomination Committee will be for two years or as determined by the Board.

Roles and Responsibilities

The role of the Nomination Committee is to assist and advise the Board in fulfilling its responsibilities to members of the Company on:

- matters relating to the composition structure and composition of the Board;
- induction and continuing professional development programs for directors;
- the development and implementation of a process for evaluating the performance of the Board, its committees and directors;
- the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- the appointment and re-election of directors;
- ensuring there are plans in place to manage the succession of the CEO and other senior executives;
- matters relating to senior executive selection and performance;
- review of diversity policy; and
- other matters as required.

The Board Nomination Committee is not a policy-making body but assists the Board by implementing Board policy and recommending nominations which require Board approval.

Board Objectives

The objectives of the Nomination Committee include:

- providing assurance that the Board has the appropriate composition, size and commitment to discharge its responsibilities and duties;
- conducting searches for new board members and recommending preferred candidates to the Board;
- assessing the extent to which the necessary and desirable competencies are represented on the Board;
- recommending Board competencies number and profiles of Board members;
- ensuring that the Board succession plans are in place to maintain the required mix of skills and experience;
- reviewing the nominations received by members who wish to be appointed to the Board in accordance with the criteria and guidelines set out below;
- continually monitoring Board membership and structure to ensure that there is appropriate representation on the Board from across the membership;
- developing a process for evaluating the performance of the Board. Identify and assess necessary and desirable director skills and competencies using a Board skills matrix and provide advice on the skills and competency levels of directors with a view to enhancing the Board;
- implementing ways of enhancing competency levels of directors;
- reviewing and implementing the Company's induction programme;
- ensuring new directors participate in the induction programme;
- providing all directors with access to ongoing education relevant to their position in the Company, including education concerning key developments in the Company and in the industry and environment within which it operates.

Chief Executive Office (CEO) and Senior Executive Objectives

The objectives of the Nomination Committee include:

- conducting searches for the CEO and senior executives and recommending preferred candidates to the Board;
- ensuring the succession plans are in place;
- evaluating the performance of the CEO and senior executives.

In discharging their responsibilities, the Nomination Committee members have a duty to act in the best interests of the Company, as a whole, irrespective of personal, professional, commercial or other interest loyalties or affiliations.

Meetings

The Nomination Committee will hold meetings at least once each year and additionally as it considers necessary.

A quorum will be the smallest number great than half the members.

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.

If the Chair is absent members who are present will select a chair for that particular meeting.

Meetings of the Nomination Committee may be held face to face or using any technology which enables members to participate in a discussion.

The notice and agenda of meetings will include relevant supporting papers.

The Nomination Committee may invite other people to attend as it sees fit and consult with other people or seek any information which will help it to fulfil its responsibilities.

The Chair will communicate the decisions of the committee to the Board after each meeting within a reasonable period.

Secretariat Duties

The Company Secretary or other delegated person undertakes the duties of secretariat.

Proceedings of all meetings are minuted, ratified by members in attendance and signed by the Chair. Minutes of Nomination Committee meetings will be tabled at the subsequent meeting of the full Board.

In the event that a new director appointment is required, the Company Secretary will undertake the call for nominations, as specified by the Nominations Committee.

Once the nominations received have been assessed and recommendations have been made, the Nomination Committee will advise the Board in accordance with its delegation.

Nominees are informed of their success or failure by the Chair.

The names of the successful nominees for the Board are put forward to the members for electing at the AGM.

Nomination Criteria

When reviewing a nomination for a directorship, the Nomination Committee must take into account:

- the level of seniority in the nominee's workplace;
- previous and other directorial experience;

- the level of further education achieved by the nominee;
- the standing of a nominee in the community;
- qualifications;
- whether the skill set of the nominee compliments the skill set of the Board;
- whether the nominee represents an industry or professional sector that brings balance and diversity to the Board;
- consideration of their experience as a thought leader and team player;
- any declared or apparent conflict of interest; and
- any other attributes that the Nomination Committee believes will benefit the Company.

Voting

Matters will generally be decided by consensus or, if a consensus can't be reached, by a majority of votes from the members present.

Reliance on Information or Professional or Expert Advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- an employee of the Company group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- another Director or officer of the Group in relation to matters within the Director's or officer's authority.

Access to Advice

- Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

Review of Charter

The Nomination Committee will review the Nomination Committee Charter at least annually and update it as required.

Revision 0

Approved By: Board

Approved: 21/05/2018