



Nomination Committee

Charter

Purpose

This Charter sets out the authority, role and responsibilities, membership and operation of the Nomination Committee (the Committee).

Authority

The Board, through the Constitution and its Charter, has delegated authority to the Committee to oversee all matters relevant to the composition of the Board, including renewal and succession, Board performance, independence, skills mix, professional development and diversity.

The Committee has the authority to decide on all matters within the scope of its role and responsibilities, other than other matters reserved for the Board.

Role and responsibilities of the Committee

The role of the Committee is to:

- support and advise the Board on the composition of the Board;
- undertake Board and Chief Executive Officer succession planning generally;
- oversee the program for Director induction and continuing professional development;
- oversee the framework and process for assessing the performance of the Board, its Committees and individual directors; and
- approve public disclosures relevant to its role and responsibilities.

To accomplish its role, the Committee is responsible for:

Board composition and renewal

- assessing whether the Directors as a group have the skills, knowledge, experience, independence and diversity to discharge the Board's role effectively and deal with both existing and emerging business and governance issues, and identifying the appropriate capabilities required based on that assessment;
- overseeing the disclosure of the Board skills matrix;
- establishing a formal, rigorous and transparent process for the appointment and re-appointment of Directors to the Board, identification of suitable candidates for appointment to the Board as additional members or to succeed existing members, based on the Board's skills matrix. The current guideline for the selection and appointment of new Directors is attached to this Charter;
- overseeing the process for appropriate checks into a Board or Chief Executive Officer candidate's background and experience and, if those check revealed any information of concern;
- making recommendations on Board and Committee structure; and
- making recommendations to the Board on the appointment of the Chief Executive Officer and the Chairman of the Board.

Induction and continuing professional education

- overseeing the continuing professional development program including briefings on material developments in business, law, regulations and accounting standards; and
- assessing the skills required by the Board and each Director, and from time to time assessing the extent to which the required skills are represented on the Board to inform the appropriate professional development program;



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Board performance evaluation

- establishing processes for reviewing the performance of individual Directors, Committees and the Board as a whole; and
- reviewing the time commitment required from Non-Executive Directors and confirming that the Directors are fulfilling those requirements.

Composition

The Committee is comprised solely of Non-executive Directors. It is intended that the Committee is comprised of the Chairman of the Board and the Chairs of each Board Committee, and in any case no fewer than three members. The majority of the Committee, and its Chairman, are independent. The Committee shall be chaired by the Chairman of the Board.

The Committee should be of sufficient size and independence, to be able to discharge the Committee's role effectively, and its members between them should have the appropriate diversity to avoid the entrenchment of "groupthink" or other cognitive biases.

A quorum shall be two members.

All Directors have a standing invitation to attend meetings of the Committee. The Committee may require any employee of the Company to attend meetings for the purpose of making presentations or participating in discussions.

The Secretary of the Committee will be the Company Secretary or such other person as nominated by the Board.

Procedures

The Committee will meet as required but should meet at least two times each year.

An agenda will be prepared for each meeting and distributed in advance of the meeting in consultation with the Committee Chairman.

Minutes of meeting will be prepared and will be circulated to the Committee Chairman and then to the Committee and Board after each meeting.

The Committee Chairman will report to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider and other matters relevant to the Committee's role and responsibilities.

From time to time, matters considered by the Committee may be relevant to the workings of another Board Committee. The Committee Chairman and the Company Secretary will coordinate such cross-Committee discussions and reporting.

Assistance and External Advice

The Committee will have access to adequate internal and external resources, including seeking advice or assistance from external advisors or specialists if it considers this necessary or appropriate to fulfil its role.

The Company Secretary will provide assistance to the Committee in relation to all board governance matters.



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Approval and Review of Charter

The Committee Charter must be approved by the full Board.

The Committee will review the Charter every two years to maintain its relevance and effectiveness and make recommendations for any amendments to the Board.

The Charter is available on the Company's website.

Approved by the Board February 2020

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Selection and appointment of new Directors

Guideline

Prior to considering the appointment of a new Director, the Committee will evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and identify the appropriate capabilities required based on that assessment.

The composition of the Board shall take into account the needs of the Company, including the importance of diversity of the Board.

Diversity includes:

- all facets of diversity, such as gender, age, ethnicities and backgrounds; and
- be of an appropriate size and collectively have the skills, commitment and knowledge of the Company and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Prior to appointment, candidates must:

- undergo appropriate checks including those relating to the candidate's character and reputation, experience, education, criminal record, bankruptcy history, and any other factors which may affect the candidate's suitability as a director of the Company;
- disclose any interest, position or relationship which may influence, or reasonably be perceived to influence, in a material respect, his/her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the entity as a whole;
- disclose material directorships and other commitments and an indication of time involved for those commitments; and
- confirm that he/she will have sufficient time to fulfil his/her responsibilities as a director.