

## **NOMINATION COMMITTEE CHARTER**

### **Composition**

The Nomination Committee shall comprise the full Board.

It is expected that over time the Company will review the Committee structure such that it will consist of Non-Executive Directors (with a majority of independent Directors) one of whom will chair the Committee. However, at this stage it is not deemed to be practical for the Company.

### **Role**

The role of the Nomination Committee is to assist and advise the Board in fulfilling its responsibilities to shareholders on matters relating to the Board's composition and structure and relating to senior executive selection and appointment, although the Board retains ultimate responsibility for these practices.

### **Operations**

The full Board shall meet as the Committee at least once a year and otherwise as required. Minutes of all meetings of the Committee are to be kept. Committee meetings will be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

### **Responsibilities**

The Committee (being the Board) objectives are:

- (i) To ensure that the Board has the appropriate blend of directors with the necessary expertise and relevant industry experience;
- (ii) To regularly review the size and composition of the Board, and make recommendations to the Board on any appropriate changes;
- (iii) To identify and assess necessary and desirable director competencies and provide advice on the competency levels of directors with a view to enhancing the Board;
- (iv) Make recommendations on the appointment and removal of directors;
- (v) To ensuring board succession plans are in place to maintain the required mix of skills and experience;
- (vi) To conduct searches for a Chief Executive Officer and Senior Executives, recommend preferred candidates to the Board;
- (vii) To evaluate the performance of the Chief Executive Officer and Senior Executives;
- (viii) Regularly review the time required from non-executive directors and whether non-executive directors are meeting that requirement;
- (ix) To monitor board membership and structure to ensure there is appropriate representation on the board from across the membership;
- (x) To develop a process for evaluation of the performance of the Board, Board committees (if any);

- (xi) To review and implement an appropriate induction and orientation program is in place for new Directors; and
- (xii) Provide all directors with access to ongoing education relevant to their position in the Company.

**Professional Advice**

The Committee may have access where necessary to professional advice from external advisers, and may meet with external advisers without management being present.

**Secretary**

The Company Secretary shall be the secretary of the Committee.