

Nomination Committee Charter

Adopted by the Board 20 September 2022

1. Composition

The Members of the Nomination Committee are¹:

Mark Elliott (Chair)

George Lloyd

Tiger Brown

Role

The function of the Nomination Committee is to examine the selection and appointment practices of the Company.

Operations

The Nomination Committee will meet as required.

Minutes of the Nomination Committee will be kept by the Company Secretary.

Size and Composition of the Board

To ensure that the Board has the appropriate blend of Directors with the necessary skills, expertise, relevant industry experience and diversity, the Committee shall:

1. Regularly review the size and composition of the Board and consider any appropriate changes.
2. Identify and assess necessary and desirable Director skills and competencies and provide advice on the skills and competency levels of Directors with a view to enhancing the Board.
3. Make recommendations on the:
 - (a) Appointment and removal of Directors; and
 - (b) Make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election.
4. Regularly review and consider the:
 - (a) Time required from Non-Executive Directors and whether those Directors are meeting that requirement.
 - (b) Company's Diversity Policy and make decisions as to any strategies required to address Board diversity; and
 - (c) Relative proportion of women and men at all levels of the economic group controlled by Company.

Selection Process of New Directors

1. The Committee shall review the Policy and Procedure for Selection and Appointment of Directors and the Diversity Policy of the Company, which should be transparent to promote investor understanding and confidence in the process.
2. The Committee is empowered to engage external consultants in its search for a new Director, particularly to increase the presentation of candidates which meet the requirements and targets set pursuant to the Diversity Policy.
3. The initial appointment of a new Director is made by the Board. The new Director will be required to stand for re-appointment at the next Annual General Meeting of the Company.

¹ Corporate Governance Policies and Recommendations:

Principle 2 | Recommendation 2.1(a)

The Nomination Committee:

- (i) Should have at least three Members, a majority of whom are Independent Directors; and
- (ii) Be chaired by an Independent Director.

Performance Appraisal Competency

The Board shall:

1. Develop a process for evaluating the performance of:
 - (a) The Board and Board Committees; and
 - (b) Individual Directors in accordance with the Process for Performance Evaluation.
2. Implement ways of enhancing the competency levels of Directors.
3. Consider and articulate the time commitment required by Non-Executive Directors in discharging their duties effectively.
4. Undertake continual assessment of Non-Executive Directors as to whether they have devoted sufficient time in fulfilling their duties as Directors.
5. Develop a process for, and carry out, an evaluation of the performance of the Managing Director in accordance with the Process for Performance Evaluation Policy.
6. Review and implement the Induction Program and ensure that all new Directors participate in the Induction Program.
7. Provide all Directors with access to ongoing education, including education concerning key developments in the Company and in the industry and environment within which it operates.

Succession Plans

The Committee is responsible for reviewing the Company's succession plans, having regard to the maintenance of the appropriate mix of skills, experience, expertise and diversity on the Board.

Authority and Resources

The Board may, when it considers it necessary or appropriate, seek advice from external consultants or specialists.

This Charter is reviewed annually.