

NOMINATION COMMITTEE CHARTER

1. Purpose

- 1.1 This Charter sets out the responsibilities of the Committee.
- 1.2 The purpose of the Committee is to assist the Board in relation to Board composition matters. Its objective is to ensure that the Board maintains an appropriate mix of skills, experience, knowledge, independence, expertise and diversity to meet the needs of the Company.

2. Duties and Responsibilities

- 2.1 The Committee is responsible for:
 - Reviewing and making recommendations to the Board in relation to the size and composition of the Board and its committees, including succession plans so that an appropriate mix of skills, experience, knowledge, independence, expertise and diversity is maintained.
 - Identifying, assessing and recommending to the Board for approval the appointment and terms of appointment of suitable director candidates who meet the Board's criteria for appointment.
 - Making recommendations to the Board on the re-election and removal of directors.
 - Reviewing a process for the evaluation of the performance of the Board, its Committees, the Chair and individual directors.
 - Evaluating the performance of the Board, its committees, the Chair and individual directors, at least annually.
 - Evaluating and reporting to the Board at least annually in relation to the independence of non-executive directors having regard to the standards adopted by the Board from time to time.
 - Ensuring there is a succession planning process in place to manage the succession of the MD/CEO, including early engagement on the selection of suitable candidates.
 - Ensuring that there is an appropriate induction process in place for new directors and reviewing its effectiveness.
 - Reviewing the professional development program provided to directors to assess whether it is appropriate to develop and maintain their skills and knowledge needed to perform their roles effectively.
 - Reviewing the process for the selection and removal of directors and assessing its effectiveness and transparency to shareholders.

3. Composition

- 3.1 The Committee will be chaired by the Chair of the Board and will be comprised of a majority of independent directors. In circumstances when the Committee is addressing the appointment of a successor to the Board Chair, another member of the Committee will be appointed to oversee the selection and appointment of a new Board Chair.