

## **NOMINATION COMMITTEE CHARTER**

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### **1. ROLE**

To consider the appropriate size and composition of the Board, criteria for Board membership, potential candidates and the terms and conditions of appointment to and retirement from the Board.

### **2. RESPONSIBILITIES**

The main responsibilities of the Committee are to:

- Conduct an annual review of the membership of the Board to assess whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues.
- Consider professional development for directors where gaps are identified and they are not expected to be addressed by new appointments in the short term.
- Make recommendations to the Board on Board composition and appointments; including the appropriate skill mix, personal qualities, expertise and diversity.
- Undertake appropriate checks on potential candidates to be appointed as directors and provide material information to shareholders that are relevant to decide whether or not to appoint a particular candidate as a director.
- Recommends candidates to the board for submission for election by shareholders at the next annual general meeting.
- Conduct an annual review of the performance of the Board as a whole and that of its committees;
- Conduct an annual review of the independence of directors; and
- Oversee Board succession including the succession of the Chairman

### **3. COMPOSITION OF THE COMMITTEE**

Committee is chaired by an independent director and comprises majority independent directors who are not retiring and seeking re-election at the next annual general meeting.