



## **Nomination Committee Charter**

### **1. OVERALL PURPOSE AND OBJECTIVE**

- 1.1. The Nomination Committee ("the Committee") is a committee of the Board of Directors of the Company.
- 1.2. The objective of the Committee is to assist the Board in planning the Board's composition, evaluating the competencies, skills and experience required of prospective directors, identifying those prospective directors, establishing their degree of independence, developing succession plans and making recommendations to the Board accordingly.
- 1.3. Generally, the competencies for Board membership are the ability to make considered business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, the ability to see the wider picture, the ability to ask the difficult questions, high ethical standards, sound practical sense, and a total commitment to furthering the interests of shareholders and the achievement of Company objectives.
- 1.4. Directors will be skilled and experienced in areas which enable them to relate to the strategies of the Company and the industry in which it operates and to make a meaningful contribution to the Board's deliberations.
- 1.5. In performing its duties, the Committee will maintain effective working relationships with the Board, management and the external advisers.
- 1.6. Although the Committee can assist the Board in proper efficient discharge of its responsibilities, the Committee does not relieve the Board of its responsibilities.

### **2. AUTHORITY**

The Committee will:

- 2.1. Perform activities within the scope of its terms of reference and not have the power or authority to make a decision in the Board's name or on its behalf unless specifically authorised.
- 2.2. Be authorised, at the expense of the Company, to obtain such outside information and advice, and to engage or consult with such search consultants and other independent external advisers with relevant experience and expertise as it deems necessary to assist it in carrying out its duties.
- 2.3. Ensure that only Directors (except those whose positions as directors are under consideration by the Committee) are entitled to attend Committee meetings, with other individuals such as those Directors whose positions are being considered and external advisers attending at the invitation of the Committee as and when necessary to provide appropriate information and advice.
- 2.4. Have the ability to delegate any of its responsibilities to the Chair of the Committee from time to time and on such conditions as the Committee considers appropriate.

### **3. MEMBERSHIP**

- 3.1. The Committee will comprise at least three non-executive Directors ("the Members") appointed by the Board.
- 3.2. A majority of Members are to be independent Directors.
- 3.3. The Board will appoint the Chair of the Committee.
- 3.4. The quorum will be two Members, at least one of whom must be an independent Director.
- 3.5. The secretary of the Committee will be such person as nominated or appointed by the Committee from time to time.

### **4. MEETINGS AND PAPERS**

- 4.1. Meetings will be held at least once a year and at such other times as necessary to enable the Committee to fulfil its responsibilities.
- 4.2. All papers prepared for the Committee will be circulated to all Directors of the Company at the same time as they are circulated to Members of the Committee.
- 4.3. Directors who are not Members of the Committee will be entitled to attend all Committee meetings.

### **5. RESPONSIBILITIES**

- 5.1. The responsibilities of the Committee will be those agreed by the Board from time to time and will include (without limitation):
- 5.2. Board composition and succession planning
  - 5.2.1. Regularly reviewing the structure, size and composition of the Board and recommending to the Board any possible changes.
  - 5.2.2. Evaluating the balance of skills, knowledge and experience on the Board and determining the role and capabilities required for future Board appointments.
  - 5.2.3. Keeping under review the leadership requirements of the Company, both non-executive and executive.
  - 5.2.4. Formulating succession plans for Directors, taking into account the challenges and opportunities facing the Company and the skills and expertise accordingly required on the Board in the future.
  - 5.2.5. Making recommendations to the Board with respect to the re-election by shareholders of any Director retiring by rotation pursuant to the Company's constitution, the degree of independence of any Director and any other matters relating to the continuation in office of any Director at any time.
- 5.3. New director appointments
  - 5.3.1. Identifying and nominating, for the approval of the Board, external candidates to fill Board vacancies as and when they arise after having regard to the balance of skills, knowledge and experience on the Board.
- 5.4. Others
  - 5.4.1. Considering such other matters relating to Board nomination or succession as may be referred to it by the Board.

### **6. PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS**

- 6.1. In considering potential candidates, the Committee will undertake appropriate checks on the candidate including checks as to the candidate's character, experience, education, criminal record and bankruptcy history ("**Background Checks**").

- 6.2. It is the Committee's responsibility to ensure that all material information regarding the candidate, including negative information, is considered. The Committee shall consider whether the candidate would be an "Independent Director", as outlined in the Board Charter. If the candidate is standing for the first time the Committee must also consider any material adverse information revealed by the Background Checks, or, if the candidate is being re-elected, information about the term of office served by the Director.
- 6.3. The Committee must ensure that key information about the candidate is available to be provided to shareholders in order to assist shareholders in their decision as to whether or not to elect or re-elect the candidate. Key information includes:
  - 6.3.1. biographical details;
  - 6.3.2. relevant skills and experience; and
  - 6.3.3. other material directorships held.

## **7. REPORTING PROCEDURES**

- 7.1. The Committee will have direct lines of communication with the Board, management and the external advisers to the extent necessary to enable it to discharge its responsibilities.
- 7.2. Minutes of all Committee meetings will be kept and circulated to all Directors together with the papers for the Board meeting immediately following the Committee meeting.
- 7.3. The Chair will report back to the Board the recommendations and findings of the Committee at the Board meeting immediately following the Committee meeting.

## **8. REVIEW**

- 8.1. This charter will be reviewed annually.
- 8.2. The Committee will, each year, confirm to the Board that it has performed its duties and discharged its responsibilities to the extent set out in this charter.
- 8.3. The Committee will, each year, critically evaluate its own performance, and its own processes and procedures to ensure that they are not unduly complex and are designed to assist the Committee in effectively fulfilling its role.

Approved by the Board for adoption by the Nomination Committee effective 1 October 2019.