



Nomination Committee Charter

1. Introduction

The purpose of this Nomination Committee Charter is to specify the authority delegated to the Nomination Committee (**Committee**) by the Board of Directors of the Company (**Board**) and to set out the role, responsibilities, membership and operation of the Committee.

The Committee is a committee of the Board and is authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate matters granted to it by the Board from time to time. Whilst granting this power, the Board retains overall responsibility for the functions delegated by it to the Committee.

2. Role of the Committee

2.1 Nomination

The role of the Committee is to assist and advise the Board on:

- (a) Board succession planning generally;
- (b) effective composition and size conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills, add value to the Board and in the best interests of the Company as a whole;
- (c) the appointment and reappointment of directors.

3. Membership

3.1 Composition and size

The Committee shall comprise:

- (a) at least three directors; and
- (b) where possible, all directors.

The members of the Committee are appointed and removed by the Board.

3.2 Chairperson

The Chairperson of the Committee shall be the Chairperson of the Board, unless decided otherwise by the Board.

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

3.3 Commitment of Committee Members

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

3.4 Secretary

The company secretary is the secretary of the Committee.

4. Nominations – Responsibilities

4.1 General

The Committee is responsible for:

- (a) **(Board size)** making recommendations regarding the size of the Board, being a size that encourages efficient decision making;
- (b) **(Director competencies)** identifying and making recommendations regarding the necessary and desirable competencies of Directors;
- (c) **(Director recommendations)** developing and reviewing the process for the selection, appointment and re-election of Directors, and making recommendations to the Board by:
 - (i) evaluating the balance of skills, experience, independence, knowledge and diversity of Directors sitting on the Board;
 - (ii) preparing a description of the role and capabilities required for a particular appointment in light of the evaluation in 3(c)(i);
 - (iii) reviewing the director rotation, re-election and election schedule and reporting this to the board; and
 - (iv) undertaking appropriate checks before putting forward a candidate for appointment or election as a Director.
- (d) **(skills matrix)** formulating a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership, ensuring the skills matrix is assessed on a regular basis to ensure it remains relevant to the Company, and ensuring the skills matrix is compliant with ASX Corporate Governance Principles and Recommendations
- (e) **(providing information)** ensuring security holders are provided with material information in the Committee's possession relevant to a decision as to whether or not to elect or re-elect a Director;
- (f) **(agreement)** ensuring there is a written agreement with each director and senior executive setting out the terms of their appointment / employment.
- (g) **(diversity policy)** overseeing the implementation of the Diversity Policy and assessing progress in achieving the objectives of the Diversity Policy;
- (h) **(diversity commitment)** coordinating with the Board to ensure that the Company meets its commitment to becoming a diverse and inclusive workplace;
- (i) **(gender diversity)** making recommendations to the Board in relation to measurable gender diversity targets for the Board, the senior executive team and the organisation as a whole, and ensuring a process exists to monitor the achievement of these targets;

- (j) **(gender diversity – Board)** if the Company is in the S&P/ASX 300 Index ensure that the measurable objective for achieving gender diversity in the composition of the Board is not less than 30% of its Directors of each gender within a specified period;
- (k) **(gender diversity KPIs)** consider setting key performance indicators for senior executives on gender participation within their areas of responsibility and linking part of their remuneration to the achievement of those KPIs;
- (l) **(induction)** implementing induction programs for new Directors, including ensuring that Directors have sufficient understanding of accounting matters to fulfil their responsibilities in relation to financial statements;
- (m) **(on-going programs)** implementing programs to enhance Director competencies so they can perform their roles as Directors effectively, and to update Directors' knowledge and skills, including:
 - (i) key developments affecting the Company, industry and environment in which it operates; and
 - (ii) receipt of briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- (n) **(assessing performance)** implementing a formal and rigorous process (including considering whether to use external facilitators) to evaluate the performance of the Board, Board committees, individual Directors and senior executives and addressing issues that may arise from the review;
- (o) **(disclosure of performance evaluation)** ensuring there is disclosure in relation to each reporting period as to whether a performance evaluation was undertaken in the reporting period in accordance with the process set out above;
- (p) **(assessing time commitment)** reviewing the time required to be committed by Non-executive Directors to properly fulfil their duties to the Company and whether Non-executive Directors are meeting these requirements;
- (q) **(assessing independence)** assisting the Board in assessing the independence of each Non-executive Director, with reference to the criteria outlined in the ASX Corporate Governance Principles and Recommendations (4th edition);
- (r) **(departing employees)** liaising with the head of the Human Resources department on all material employee issues relating to conflicts of interest, related party dealings, termination of employees on a "with cause" basis and legal action against the Company by an employee (past or present);
- (s) **(succession plans – Board)** reviewing Board composition and being conscious of each Director's tenure, to maintain an appropriate balance of skills, experience, expertise and gender diversity; and
- (t) **(governance matters)** reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.

5. Committee meetings and processes

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

The Annual Report for a relevant financial year will disclose the number of times the Committee met throughout that financial year and the individual attendance of each member of the Committee at those meetings.

Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.

5.2 Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, or the Chairperson of the Board.

5.3 Quorum

A majority of members constitute a quorum for meetings of the Committee.

5.4 Attendance by management and advisors

The Committee may invite other persons it regards appropriate to attend and contribute to Committee meetings.

Directors who are not members of the Committee are welcome to attend Committee meetings. The Committee Chairperson may also invite other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

5.5 Notice, agenda and documents

The Chairperson of the Committee, together with the Company Secretary, determines the meeting agenda.

The secretary will distribute the agenda, and any related documents to all Committee members and other attendees not less than five business days before each proposed meeting of the Committee, where possible.

5.6 Access to information and independent advice

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice the Committee requires;
- (b) access the Company's documents and records;
- (c) obtain the advice of special or independent counsel, accountants or other experts,

without seeking approval of the Board or management (where the Committee considers that necessary or appropriate); and

- (d) access and interview management and internal and external auditors (with or without management present).

The Committee may request a special or specific investigation, either by its own accord, or via Board direction, in satisfying its responsibilities under this Charter.

5.7 Minutes

The secretary will keep minutes to record the proceedings and resolutions of Committee meetings.

The Chairperson of the Committee, or their delegate, will report to the Board after each meeting Committee meeting.

Minutes must be distributed to all Committee members, after the Committee Chairperson has approved them for circulation.

6. Review and publication of this charter

The Committee will review this charter annually to ensure it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The Charter is available on the Company's website and the key features are published in the Corporate Governance Statement.

7. Approved and adopted

This charter was approved by the Board on 20 June 2023.