



Nomination Committee Charter

1. Purpose and Objectives

The Nomination Committee has been established by the Board. Its primary function is to assist the Board in fulfilling its responsibilities in the search for and evaluation of potential new Directors and by ensuring that the size, composition and performance of the Board is appropriate for the scope of the Company's activities. It is recognised that shareholders of the Company have the ultimate responsibility for determining who should represent them on the Board.

In performing its duties, the Nomination Committee shall have direct access to the resources of the Company as it may reasonably require and shall seek to maintain effective working relationships with management.

2. Membership and Meetings

The following are the membership and meeting requirements of the Nomination Committee:

- (a) The membership of the Nomination Committee should consist of at least three Directors designated by the full Board of which two should be Non-executive Directors. The Chairperson should be the Chairperson of the Board or an independent Non-executive Director.
- (b) All Directors shall have the right to attend all meetings of the Committee at their own election.
- (c) Members of the Nomination Committee shall be appointed for an initial two year term after which their appointment may be subject to annual rotation at the Board's discretion.
- (d) Election and removal of members by the Board shall be by majority vote.
- (e) The duties and responsibilities of the members of the Nomination Committee are in addition to those as a member of the Board of Directors.
- (f) The Nomination Committee shall meet at least twice per year or more frequently if circumstances require.
- (g) The Nomination Committee may invite the Chief Executive Officer/Managing Director (or equivalent), Chief Financial Officer (or equivalent) and other members of management to attend each meeting (though not necessarily for all agenda items).
- (h) The Board shall appoint an executive as Secretary to the Committee. The Secretary, in conjunction with the Chairperson, is responsible for setting the meeting schedule for the year, circulating the meeting agenda and supporting material to all Committee members and management representatives prior to each meeting. Normal committee distribution requirements for minutes, agendas and supporting material will apply.

3. Nomination Committee Responsibilities

In meeting its responsibilities, the Nomination Committee is expected to:

- (a) Review and make recommendations to the Board on the:
 - Appointment and removal of Directors;
 - Directors' development and succession planning;
 - Size, skills and composition of the Board.
- (b) Evaluate and make recommendations to the Board regarding the Board's performance.
- (c) Provide the Board with minutes of Nomination Committee meetings and report the Committee's actions to the Board with appropriate recommendations.
- (d) Provide a statement for inclusion in the annual report that describes the Committee's composition and how its responsibilities were discharged.
- (e) Have the authority to conduct or authorise investigations into any matters within the Committee's scope of responsibility. The Committee has the ability to retain independent counsel, professional advisors, or others to assist it in the conduct of any investigation.
- (f) Review and update the Committee's Charter for approval by the Board.
- (g) Perform such other functions as assigned by the Board.

4. Committee Performance

The Board will from time to time evaluate the performance of the Committee to determine whether it is functioning effectively by reference to its Charter and to current best practice.

Updated by the Board as at 1 August 2017.



Denis Waddell
Chairman