



NOMINATIONS COMMITTEE - CHARTER



Last revised December 2022

The Nominations Committee (“Committee”) is an ad-hoc committee established from time to time by the Chair of the Board of Directors (the “Board”), as a delegated sub-committee of the Board.

The Committee’s objectives, structure and composition, term of office, and duties and responsibilities, are as follows:

Objectives

The objectives of the Committee are to:

- Make recommendations to the Board in respect of the criteria for the selection or nomination of new Directors;
- Provide assistance to the Chair of the Board in respect of evaluating the performance of the Board and individual Directors;
- Ensure letters of engagement are in place for all Directors; and
- Ensure there is an appropriate induction programme in place for all new Directors.

Structure and composition

The Committee shall comprise an independent Director as Chair and at least two Directors appointed by the Board who shall be non-executive Directors, with a quorum of at least two members of the Committee.

Members will be selected by the Board and will hold office until changed by Board resolution.

Management will not be represented on the Committee, but the Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) may be invited to act as Secretary to the Committee. The Committee shall be able to request at any time the retirement from the meeting of any person invited to attend the meeting.

Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- Liaise with the CEO in respect of any ancillary information it requires from any employee of the Company and/or any external party;
- Obtain external legal or other professional advice; and
- Require the attendance of the Company’s officers at meetings, as the Committee deems appropriate.

Functions of the Committee

In meeting its objectives, the Committee will include:

- Reviewing the terms of engagement of Board members other than remuneration; and
- Developing a succession planning methodology and reviewing plans for Board Member development to ensure organisational safety with respect to succession planning.
- Where the Company undertakes a search process the committee will;
 - o Establish the criteria for the selection or nomination of a new Director to fill a vacant position on the Board.
 - o Implement a process to identify suitable candidates, this may include engaging with search agents.
 - o Recommend to the Board any shortlisted candidate(s) for final selection by the full Board.
 - o Oversee an interview and due diligence process in an environment of strict confidentiality.
 - o On behalf of the Board appoint a successful candidate to a temporary position.
- Where a candidate is nominated by a shareholder for election at a shareholders' meeting the Committee will;
 - o Establish the criteria for a candidate to gain the support of the Board for their nomination.
 - o Meet with the nominated candidate to assess their skills, suitability and fit with the Board's established criteria.
 - o Recommend, or not, the candidate for the Board's support when standing for election.

Meetings

The Committee shall meet formally as and when required, and the proceedings of all meetings should be minuted.

Accountability and reporting

The Committee shall:

- Be accountable to the Board;
- Regularly update the Board about Committee activities and make appropriate recommendations; and
- Provide copies of minutes of all meetings of the Committee to each member of the Board at the next scheduled meeting of the Board.

Review of the Charter

The Charter will be reviewed biennially by the Board.

Adopted: December 2017

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Next review due: December 2024



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