

1. COMPOSITION

The Non-Executive Directors together perform the function of a Nomination Committee.

From time to time, Executive Directors and non-Board members may be invited to attend Nomination Committee meetings, or Board meetings when nomination matters are being discussed, if it is considered appropriate.

2. ROLE

The function of the Nomination Committee is to examine the selection and appointment practices of the Company.

3. OPERATIONS

The Committee shall meet at least once a year and otherwise as required. Minutes of such meetings are to be kept and tabled at the next meeting to the full Board for noting. Meetings are to be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

4. RESPONSIBILITIES

a) Size and Composition of the Board

To ensure that the Board has the appropriate blend of Directors with the necessary skills, expertise, relevant industry experience and diversity, the Committee shall:

- i. regularly review the size and composition of the Board and consider any appropriate changes;
- ii. identify and assess necessary and desirable director skills and competencies and provide advice on the skills and competency levels of Directors with a view to enhancing the Board and make recommendations on continuing professional development programs for directors;
- iii. make recommendations on the appointment and removal of Directors;
- iv. make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election;
- v. regularly review the time required from Non-Executive Directors and whether Non-Executive Directors are meeting that requirement;
- vi. regularly review any applicable Diversity Policy and make decisions as to any strategies required to address Board diversity;
- vii. regularly review and consider and note the relative proportion of women and men at all levels of the economic group controlled by Company; and
- viii. consider Board succession planning generally.

b) Selection Process of new Directors:

The Committee shall review the Company's *Policy and Procedure for Selection and (Re)Appointment of Directors* and any applicable *Diversity Policy*. Such procedure should be transparent to promote investor understanding and confidence in the process.

The Committee is empowered to engage external consultants in its search for a new Director, particularly as a means to increase the presentation of candidates which meet the requirements and targets set pursuant to the Company's *Diversity Policy*.

The initial appointment of a new Director is made by the Board. The new Director will be required to stand for election at the Company's next general meeting.

c) Performance Appraisal Competency.

The Committee shall:

- i. develop a process for evaluation of the performance of the Board, Board committees (if any), and when deemed appropriate by the Chairman, individual Board members in accordance with the Company's *Process for Performance Evaluation*;
- ii. implement ways of enhancing the competency levels of Directors;
- iii. consider and articulate the time required by Board members in discharging their duties efficiently;
- iv. undertake continual assessment of Directors as to whether they have devoted sufficient time in fulfilling their duties as Directors;

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- v. develop a process for and carry out an evaluation of the performance of the Chairman in accordance with the Company's *Process for Performance Evaluation*;
 - vi. review and implement the Company's *Induction Program*;
 - vii. ensure new Directors participate in the *Induction Program*; and
 - viii. provide all Directors with access to ongoing education relevant to their position in the Company, including education concerning key developments in the Company and in the industry and environment within which it operates and ongoing briefing on the accounting standards.
- d) Succession Plans
- The Committee shall ensure that the Company has in place, and review, the Company's succession plans to manage the succession of the Board, Chairman, Managing Director & CEO and other senior executives. Succession plans are to assist in maintaining the appropriate mix of skills, experience, expertise and diversity on the Board.

5. AUTHORITY AND RESOURCES

The Committee may, when it considers it necessary or appropriate, seek advice from external consultants or specialists.

This charter is subject to annual review by the Nomination Committee.

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