

# SELECTION AND (RE)APPOINTMENT OF DIRECTORS POLICY AND PROCEDURE

## 1. NEW DIRECTORS

It is the policy of the Board that in determining candidates for the Board, the following process shall occur.

- a) The Nomination Committee (or equivalent) evaluates the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Nomination Committee (or equivalent) is to identify the particular skills and diversity that will best increase the Board's effectiveness and prepare a description of the role and capabilities required for the particular appointment. Consideration is also given to the balance of independent Directors on the Board.
- b) The Nomination Committee will identify potential candidates by seeking applications from suitably qualified individuals; and/or placing advertisements in appropriate media; and/or engaging external consultants that will present diverse candidates.
- c) The Nomination Committee interviews selected candidates.
- d) A potential candidate is considered with reference to their skills and expertise in relation to other Board members. The Nomination Committee will also have regard to the other matters identified in this *Policy and Procedure for Selection and Re(Appointment) of Directors* as relevant when identifying and considering candidates for the Board.
- e) If relevant, the Nomination Committee recommends an appropriate candidate for appointment to the Board. Any appointment made by the Board is subject to ratification by Shareholders at the next general meeting.<sup>1</sup>
- f) Before making a new appointment the Nomination Committee (or equivalent) should undertake appropriate checks to verify the person's character, experience, education, criminal record and bankruptcy history as a minimum. It should also determine if the person qualifies as an independent Director.
- g) New Directors should enter into a written agreement with the Company setting out the terms of their appointment. The proposed Director must also submit a "Consent to Act". New Directors must undertake a Directors' Induction.

The same pre-appointment checks set out in paragraph f) above should be conducted for all candidates proposed to be appointed to a senior executive role in the Company before making the appointment.

## 2. BOARD RENEWAL

The Board recognises that Board renewal is relevant to performance and the impact of Board tenure on succession planning. Re-appointment of Directors is not automatic.

## 3. SIZE AND COMPOSITION OF THE BOARD

The Board should be structured in such a way that it has a proper understanding of, and competence to deal with, the current and emerging issues of the business and encourages enhanced performance of the Company.

Reference is made to the Company's size and operations as they evolve from time to time. Regard must also be had to any applicable *Diversity Policy* in identifying appropriate candidates.

## 4. COMMITMENT TO THE BOARD

Non-Executive Directors shall provide to the Nomination Committee (or equivalent), prior to their appointment or re-election, details of other commitments and an indication of the time involved in carrying out those other commitments.

All Directors should consider the number and nature of their directorships and calls on their time from other commitments.

<sup>1</sup> Except for the Managing Director & CEO who is excluded from retirement by rotation under rule 8.1(e) of the Company's constitution and ASX Listing Rule 14.4.

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## 5. INFORMING SHAREHOLDERS

Shareholders shall be informed of the names of candidates submitted for election as Directors. In order to enable Shareholders to make an informed decision regarding the election, the following information shall be supplied to Shareholders:

- a) biographical details (including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate);
- b) a statement by the Board as to whether it supports the nomination of the proposed candidate;
- c) details of relationships between the candidate and the Company; and the candidate and Directors of the Company;
- d) material directorships held;
- e) particulars of other positions which involve significant time commitments;
- f) the term of office currently served by any Directors subject to re-election;
- g) if standing for election as a director for the first time, details of background and experience checks undertaken;
- h) whether considered to be independent; and
- i) any other particulars required by any law or regulatory authority.

This policy and procedure is subject to annual review by the Nomination Committee.

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