

## **NOMINATION COMMITTEE CHARTER**

### **1. Composition**

The Nomination Committee comprises Messrs Peter Allchurch, Michael Blakiston and John Lewins and is chaired by Mr Peter Allchurch.

### **2. Role**

The role of the Nomination Committee is to determine the state of director nominees for election to the Board and to identify and recommend candidates to fill casual vacancies.

### **3. Operations**

The committee is to meet at least annually and otherwise as required. Minutes of all meetings of the committee are to be kept and the minutes and a report of actions taken to be given at each subsequent meeting of the full board of directors. Committee meetings will be governed by the same rules as set out in the Company's constitution, as they apply to meetings of the board.

### **4. Responsibilities**

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of board members including, experience, expertise, skills and performance of the board and its committees;
- to provide new directors with an induction to the Company;
- to provide all directors with access to ongoing education relevant to their position in the Company;
- advise the board on new appointments and assist with selection of new board members;
- provide a succession plan for directors and the Managing Director;
- evaluate and advise the Board on the performance of the Managing Director;
- review time required for non-executive directors to perform their duties;
- annually evaluate and report to the Board on the performance and effectiveness of the Board;
- when required recommend to the Board individuals for nomination for election to the Board;

- before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
- assist in identifying, interviewing and recruiting candidates for the Board;
- annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.