



ABN 55 009 686 435

NOMINATION COMMITTEE CHARTER

Purpose

The role of the Nomination Committee is to examine and advise the Board on the selection and appointment practices of the Company.

Scope of Responsibility

The Committee has responsibility for the following:

- Reviewing the size and composition of the Board and make recommendations to the Board on any appropriate changes, including the process for appointing a new Director, evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and preparing a description of the role and capabilities required for a particular appointment;
- Reviewing and reporting on the necessary and desirable competencies of Directors;
- Assist the Board in developing a Board skills matrix to identify and assess necessary and desirable Director skills and competencies, and provide advice to the Board on the skills and competency levels of Directors with a view to enhancing the Board composition;
- Make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election;
- Regularly review the time required from non-executive Directors and whether non-executive Directors are meeting that time requirement;
- Review of succession plans for the Board and senior management;
- The development of a process for the evaluation of the performance of the Board, its Committees and Directors; and
- Review the Company's Selection, Appointment and Election of Directors Policy.

Powers

- a) The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility, and does not have any power to commit the Board to any recommendation or decision made by it.
- b) The Committee has unrestricted access to management as it may consider appropriate for the proper performance of its function.
- c) The Committee may delegate any specific task to one of its members or to a sub-committee.
- d) The Board authorises the Committee within the scope of its responsibilities to:
 - i) obtain Company documents and any information it requires from any employee (all employees are directed to co-operate with any request made by the Nomination Committee) and external parties;
 - ii) obtain outside legal or other independent professional advice;
 - iii) consult independent experts where they consider it necessary to carry out their duties.

Composition and Structure

The Committee shall consist of at least three non-executive Directors, a majority of whom are independent with an independent non-executive Director being the Chairman of the Committee.

NOMINATION COMMITTEE CHARTER (continued)

Proceedings

- a) Meetings are held at least once per annum and more often as required. Meetings may be held by means of a conference call or any other means of communication that may, under the Corporations Act, 2001 or the Constitution, be used for Board meetings.
- b) A quorum shall consist of two members.
- c) The Committee Chairman will call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board.
- d) In the event that the Chairman of the Board is not on the Committee, then he may attend each meeting by invitation of the Committee Chairman. Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Committee. Attendees who are not members of the Committee shall not vote at the meetings.
- e) The Company Secretary shall act as secretary to the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda, supported by explanatory documentation, and circulating it to Committee members prior to each meeting. The Company Secretary will also be responsible for keeping the minutes of the Committee meetings and circulating them to the Committee members and other Board members at the Board meeting following the Committee Meeting
- f) The Nomination Committee should report to the Board after each Committee meeting summarising its activities and recommendations since the previous meeting by way of a verbal or written report.
- g) Business is considered as the Committee may determine, with additional items of business considered as appropriate.
- h) This Charter will be reviewed annually by the Nomination Committee to ensure its effectiveness and currency. Any proposed changes are to be recommended to the Board for approval.