

NOMINATION COMMITTEE CHARTER

1. COMPOSITION

The full Board carries out the duties that would normally fall to the Nomination Committee (unless amended by resolution of the Board subsequent to adoption of the Corporate Governance and Policies Manual).

2. ROLE

The role of the Nomination Committee is to identify and recommend candidates to fill casual vacancies and to determine the appropriateness of director nominees for election to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals.

3. OPERATIONS

The Board is to meet at least annually to consider the matters in the Nomination Policy, with further meetings as required. Minutes of all meetings are to be kept.

4. RESPONSIBILITIES

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members such as experience, expertise and skills (including the regular review and update of a Board skills matrix) 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 to develop their expertise and to address any skill gaps identified in the Board skills matrix;
- provide a succession plan for directors and the Managing Director in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- evaluate the performance of the Managing Director;
- review time required for non-executive directors to perform their duties;
- annually evaluate the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- 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 and record that review and recommendation in the minutes;
- assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates;
- ensure that appropriate checks as to character, experience, criminal record and bankruptcy history are undertaken, and an independence questionnaire completed, for all Board candidates, prior to appointment;
- annually review and report to the Board on the proportion of women at all levels of the Company; and
- annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.