

NOMINATION COMMITTEE CHARTER

1. COMPOSITION

The full Board carries out the duties that would normally fall to the Nomination Committee, and may seek external advice where appropriate.

2. ROLE

The role of the Nomination Committee is to identify and recommend candidates to determine the appropriateness of director nominees for election to the Board, and to review Board performance.

The Board recognises the benefits of appointing directors with a blend of skills, experience and attributes appropriate for the Company's operations and size in order to achieve its strategic and corporate goals.

An informal process of Board review which may be used by the Board requires each director to complete a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board and its members. Senior executives having most direct contact with the Board may also be invited to complete similar questionnaires. Responses to the questionnaires are confidential and provided direct to the Chair. The Board as a whole then hold a facilitated discussion during which each Board member has the opportunity to raise any matter, suggestion for improvement or criticism with the Board as a whole.

The Chair of the Board may also meet individually with each Board member to discuss their performance. Non-executive directors may also meet to discuss the performance of the Chair or the Managing Director.

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.

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;

- provide a succession plan for directors and Managing Director (or equivalent) in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- evaluate the performance of the Managing Director (or equivalent);
- 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;
- annually review and report to the Board on the proportion of women at all levels of the Company;
- annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.