

Nominations Committee Charter

Latest Revision Adopted 17 August 2020

The Board has established a Nominations Committee which operates pursuant to this Charter.

The Role and Responsibilities of the Committee

- To review and make recommendations to the Board on the composition of the Board and the criteria for Board and Board Committee membership, having regard to the Company's strategic direction and the diversity aspirations of the Board.
- To assess the necessary and desirable competencies of the Board members, including preparation of a skills matrix for Board members.
- To establish and review annually a Board succession plan which maintains an appropriate balance of skills, diversity, experience and expertise on the Board.
- To recommend the appointment and removal of Directors.
- To assist in identifying, interviewing and recruiting candidates for the Board.
- Ensuring there is an appropriate induction process in place for new Directors.
- To establish a performance evaluation process.
- To evaluate Board and Board Committee performance at least annually.
- To evaluate the performance of all Directors at least annually.
- To review and monitor Director independence.
- To establish and review annually a plan for identifying, assessing and enhancing Director competencies.
- Ensuring there is appropriate succession planning for the Chief Executive Officer and his direct reports and periodic evaluation of those plans.

Composition of the Committee & Meetings

- The Committee shall comprise of at least three Non-Executive Directors.
- All members must have a sufficient understanding the Company's business and operating and governance issues which affect the Company.

- The Committee shall meet at least once per year, with additional meetings convened as necessary at the request of any member. All other Non-Executive Directors of the Board are invited to attend committee meetings as observers. The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate.

Guidelines and Recommendations to be considered by the Committee regarding Board Composition and Commitment:

- The Board is to be of a size and composition conducive to expedient decision making.
- Its members are to have a variety of perspectives and skills which are in the best interests of the Company as a whole, rather than of individual shareholders or interest groups.
- Individual Board members must have the necessary time to devote to Board issues.
- To support their candidature for directorship, Non-Executive Directors should provide the Nominations Committee with details of other commitments and an indication of the time involved. They must specifically acknowledge, prior to appointment, that they will have sufficient time to meet what is expected of them and that they will inform the Board on accepting any new appointments.
- The Nominations Committee may make use of external consultants where appropriate.

Review of Charter

The Committee's Charter will be reviewed periodically to ensure it remains consistent with the Committee's authority, objectives and responsibilities.