

Charter

1. Composition and Chair

- (a) The Committee will consist of at least three independent non-executive Directors including the Chair of the Board as Chair of the Committee.
- (b) The Board will make all appointments and replacements of other members of the Committee.
- (c) If the Committee Chair or appointed delegate is absent from a Committee meeting, a Chair for the meeting will be appointed by the Committee members in attendance.
- (d) The Company Secretary or nominee will act as Secretary to the Committee.

2. Duties and Authority

- (a) The Nomination Committee is responsible for assisting the Board with its succession planning, proposing candidates for consideration by the Board to fill casual vacancies or additions to the Board and for devising criteria for Board membership and for reviewing membership of the Board, including:
 - (i) assessment of the necessary and desirable competencies of Board members and regularly reviewing and, where necessary updating, the Board skills matrix in light of that assessment;
 - (ii) consideration of succession planning, Board renewal and the optimal mix of background, skills, experience and diversity that will position the Board to guide the Company;
 - (iii) assisting the Board in relation to the performance evaluation of the Board, its Committees and individual Directors;
 - (iv) as appropriate, developing and implementing a plan for identifying, assessing and enhancing Director competencies;
 - (v) recommendations for the appointment and replacement of Directors and the re-election of Directors; and
 - (vi) such other matters as the Board may refer to the Committee from time to time.
- (b) The Committee is to operate within the above framework, but Committee members may raise any other matters considered relevant to the responsibilities of the Committee.
- (c) The Committee has the authority to appoint duly qualified independent experts to provide it with advice and with respect to the matters within the Committee's remit.
- (d) The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to Board. The functions of the Committee do not relieve the Board from any of its responsibilities.
- (e) There will be no delegation of executive power to the Committee.

3. General

- (a) The Committee will meet at least once each year and as otherwise determined by the Chair of the Committee.

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- (b) Meetings of the Committee will be convened and conducted on the same principles as those that apply to the Board pursuant to the Constitution, except as otherwise provided in this Charter.
- (c) A quorum for a Committee meeting is a majority of its members.
- (d) The Managing Director is to attend all meetings of the Committee. Executives may be invited to attend meetings.
- (e) The Committee Chair will set the agenda and business of the Committee and ensure that the Committee discharges the duties and responsibilities set out in this Charter.
- (f) The Committee Chair will provide an update on Committee matters at the next scheduled meeting of the Board. The Committee will refer to the Board and any other Committee of the Board any matters that have come to the attention of the Committee that are relevant for the Board or the relevant Committee. The Committee is responsible for satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Committee.
- (g) Minutes of Meetings of the Committee will be distributed at the next meeting of the Committee and made available to all Board members.
- (h) The Committee will review its performance and this Charter annually and report to the Board.

STATUS: APPROVED

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