Section A – Nominations Committee Charter

A.1 Committee Members

The Company has established a nominations committee (Nominations Committee).

As at the date of this Nominations Committee Charter (the Nominations Charter), the members of the Nominations Committee are:

(a) Liam Twigger;
(b) James Clare;
(c) Nick Mather; and
(d) London- and Brisbane-based executives to be invited by the members of the Nominations Committee.

A.2 Purpose

(a) The Nominations Charter sets out the role, responsibilities, powers, authority and membership requirements of the Nominations Committee of the Company.

(b) Key features of the Nominations Charter will be outlined in the Annual Report. The Charter is available to shareholders of the Company via the website.

A.3 Definition and Objectives of the Committee

(a) The Nominations Committee is a Committee of the Board which shall, where practical or otherwise required, be comprised of:
   (1) a minimum of three members;
   (2) all, if not most, Independent non-executive Directors;
   (3) an Independent Chairperson; and
   (4) other persons appointed by the Board from time to time.

(b) The Nominations Committee is responsible for assisting the Board in relation to the appointment of members to the Board and of Management (including, without limitation, the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer (to the extent that the Company has or requires such positions)), and for the review of the performance of such persons.

(c) The Committee shall discharge its responsibility by:
   (1) developing criteria for seeking and reviewing candidates for a position on the Board, including by implementing processes to assess the necessary and desirable skill sets of the Board members including experience, expertise, skills and performance of the Board and the Committees;
   (2) identifying suitable candidates for appointment to the Board or senior Management positions from diverse backgrounds;
   (3) reviewing appropriate applications for positions of the Board and recommending individuals for consideration by the Board;
   (4) recommending procedures, including but not limited to strategies to address board Diversity and increasing the proportion of women in the Company, for adoption by the Board for the proper oversight of the Board and senior Management;
ensuring that such procedures, once adopted, are implemented such that the performance of each member of the Board and of senior Management is reviewed and assessed each year in accordance with the procedures; and

(6) annually reviewing the composition of each Committee and presenting recommendations for Committee memberships to the Board.

(d) Membership of the Nominations Committee will be disclosed in the Annual Report.

A.4 Reporting

(a) Proceedings of all meetings of the Nominations Committee are to be minuted and signed by the Chairperson of the Nominations Committee, and then circulated to the Board as part of the reports outlined below.

(b) The Nominations Committee, through its Chairperson, is to report to the Board at the earliest possible Board Meeting after each Nominations Committee meeting (each report shall constitute a Periodic Nominations Report). Each Periodic Nominations Report shall include, but is not limited to:

(1) the minutes of the relevant Nominations Committee meeting and any formal resolutions put at that meeting;

(2) procedures for, and factors taken into account in, the selection and appointment of proposed Board and senior Management representatives and for the monitoring of the performance of Board and senior Management, including whether the Company has developed any board skills matrix to identify any ‘gap’ in the skills and experience of the Board and whether any professional intermediaries were used to identify and/or assess candidates;

(3) the steps taken to ensure that a diverse range of candidates is considered;

(4) any determinations by the Nominations Committee relating to the Independence of a proposed Board member;

(5) where applicable:

   (A) recommendations for the appointment or removal of a Board member or member of senior Management;

   (B) recommendations for the re-election of a Board member; and

   (C) assessments of the performance of any Board member or member of senior Management; and

(6) any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.

(c) In addition to the Periodic Nominations Report, the Chairperson of the Nominations Committee must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Nominations Committee’s activities during the year (Annual Nominations Report). The Annual Nominations Report (and where appropriate, any interim report) must include:

(1) a summary of the Nominations Committee’s main authority, responsibilities and duties;

(2) details of the mix of skills and Diversity for which the Board is looking to achieve in membership of the Board;
(3) to the extent requested by the Company, biographical details of the Nominations Committee's members, including expertise, appointment dates and terms of appointment;

(4) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member;

(5) if applicable, an explanation for any departures by the Nominations Committee from the QCA Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time;

(6) details of the policies introduced (whether independently, or in conjunction with the Remuneration Committee) to address board and employee Diversity, including but not limited to strategies to increase the proportion of women at all levels of the Company;

(7) the measurable objectives that are, or will be, set by the board to achieve gender diversity in accordance with the Diversity Policy and progress towards achieving them;

(8) details of the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board;

(9) if applicable, details of any change to the Independent status of each member during the relevant period; and

(10) details of any determination or recommendations made by the Nominations Committee in performing its functions under Section A.3.

A.5 Attendance at Meetings

(a) Other Directors (executive and non-executive) have a right of attendance at meetings of the Nominations Committee. However, no Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director (Interested Director) is being investigated or discussed.

(b) Notwithstanding Section A.5(a) above, if in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the Interested Director, the Nominations Committee may invite that Director to address the Nominations Committee. The Nominations Committee will give fair consideration to that address. The Interested Director will not, however, be invited to take part in the deliberations following that address.

A.6 Access

(a) The Nominations Committee shall have unlimited access to the external and internal auditors, and to senior Management of the Company and any subsidiary. The Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.

(b) The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Nominations Committee consulting an independent expert will be borne by the Company.

A.7 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Nominations Charter, save where the Standing Rules conflict with any of the terms in this Nominations Charter.