

1. Purpose

- 1.1. The board of directors (“Board”) continuously reviews current trends and practice in relation to corporate governance. As part of the Board’s plans to fulfil its obligations in this area it has constituted a Nomination Committee to ensure suitable Board composition and appointments.
- 1.2. This charter sets out the specific responsibilities delegated by the Board to the Nomination Committee and details the manner in which the Nomination Committee will operate.

2. Composition

- 2.1. The Nomination Committee will comprise of the chair and managing director and at least one other non-executive director nominated by them.
- 2.2. The Nomination Committee may invite such other persons as it deems necessary.
- 2.3. The chair of the Nomination Committee will be nominated by the Board from time to time.
- 2.4. The secretary of the Nomination Committee shall be the secretary of the company or such other person as nominated by the Board.

3. Meetings

- 3.1. Meetings shall be held annually, and special meetings of the Nomination Committee may be convened as required. A quorum of any meeting shall be three members.
- 3.2. The proceedings of all meetings will be minuted.

4. Reporting

- 4.1. The Nomination Committee should report as necessary and at least once annually, summarising the activities of the Nomination Committee during the previous financial year and its findings.
- 4.2. The chair of the committee shall give a verbal report to the board, at the board meeting next following a meeting of the committee, and all committee minutes are tabled at board meetings.

5. Responsibilities

- 5.1. To review the membership of the Board having regard to present and future needs of the company.
- 5.2. To make recommendations to the full Board on Board composition and appointments.
- 5.3. To review the independence of directors.
- 5.4. To ensure directors are kept abreast of their responsibilities and rights.
- 5.5. To manage succession planning including the implementation of appropriate executive development programmes and ensuring adequate arrangements are in place so that appropriate candidates are recruited for later promotion to senior positions.

- 5.6. To report any matters identified during the course of carrying out its duties that the Nomination Committee considers should be brought to the attention of the Board.
- 5.7. To perform or undertake on behalf of the Board any such other tasks or actions as the Board may from time to time authorise.

6. Authority

- 6.1. The Nomination Committee may within the scope of its responsibilities:
 - seek any information it requires from:
 - any employee; and all employees are directed to co-operate with any request made by the Nomination Committee
 - external parties;
 - obtain outside legal or other independent professional advice; and
 - ensure the attendance of external parties with relevant experience and expertise.