



## **NOMINATION COMMITTEE CHARTER**

### **Primary Responsibilities**

The purpose of the Nomination Committee is to advise the Board on matters relating to the orderly renewal of the Board and to ensure that the Company retains and continues to attract high calibre people of the appropriate experience and skill to satisfactorily participate in the directorial oversight of the Company.

### **Composition**

The Nomination Committee is a committee of the Board comprising three members - J Paterson (Chairman), CM Walter and PJ Williams.

### **Frequency of Meetings**

The Committee is to meet at least once a year.

### **Key Activities**

The main responsibilities of the Committee are to:

- Periodically review the Board's composition and performance, considering the present and future needs of the Company.
- Review Board succession.
- Recommend nominations for Board vacancies.
- Consider the issue of Director independence, at least once per year.
- Oversee the Company's Diversity Policy.

Updated: January 2019