

# Nomination Committee Charter

## 1. Purpose

The Nomination Committee (**Committee**) is a committee of the Board. The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to the Board's composition, performance and succession planning.

This Charter details the functions and the manner in which the Committee will operate.

The Committee has authority from the Board to review and make recommendations to the Board for approval. The Committee is not delegated any Board responsibilities.

## 2. Responsibilities

Specifically, the role of the Committee is to assist, and make recommendations to, the Board in relation to:

- The criteria for the appointment of new Directors having regard to the existing composition of the Board, to ensure that the best possible directors are selected and appointed;
- The development and maintenance of a Board Skills matrix setting out the appropriate mix of skills, knowledge, experience, qualifications, backgrounds, diversity and other dimensions that are necessary for effective governance and leadership;
- The review of the existing Director's backgrounds against the Board skills matrix for the purpose of development and succession;
- Reviewing and recommending to the Board the size and composition of the Board and potential Director appointment, including:
  - the review of Board succession plans;
  - making recommendations for re-election of Directors; and
  - assisting the Board as required to identify individuals who are qualified to become Board members;
- Reviewing and making recommendations to the Board on diversity and measurable objectives for achieving diversity in the composition of the Board, and reviewing the progress in achieving those measurable objectives;
- Undertaking appropriate checks before appointing a Director;
- Ensuring that an effective Director induction process is in place and that all newly appointed Non-executive Directors undertake the Company induction process;
- Ensuring all Directors have access to a professional development programme that supports the work of the Directors and the Board and periodically review the needs of Directors with respect to professional development;
- Assisting the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors;
- Making recommendations to the Board on the membership of the Board's committees;
- Overseeing the regular assessment of, and making recommendations to the Board in relation to, the independence of each Director and associated disclosures; and
- Other matters referred to the Committee by the Board.

## 3. Access to Information and Independent Advice

The Committee shall have access to appropriate internal and external information to enable it to fulfil its functions appropriately. The Committee is authorised to seek independent advice from external consultants or specialists to assist with its functions.

## 4. Membership

The Committee shall comprise of a minimum of three members, and a majority of independent non-executive Directors. The Committee shall have a Chair appointed by the Board who may be the Chair of the Board. The Chair must be an independent non-executive Director. The members and the Chair of the Committee will be appointed by the Board. The Company Secretary will be the secretary of the Committee.

## 5. Meetings

The Committee shall meet as often as required to undertake its role effectively, but as a minimum two times per annum. Any Committee member may call a meeting of the Committee. The quorum necessary for the meeting will be three members. In the absence of the Chair, the Committee members will elect a member to act as chair for that meeting. The Committee may invite various parties to attend its meetings.

The proceedings of all meetings shall have minutes taken and the minutes are to be included in the Board papers at the next full Board meeting following the Committee meeting.

## 6. Reporting

The Committee Chair, or their nominee, will report on the review and recommendations of the Committee to the next appropriate Board meeting.

An annual plan will be developed for the Committee activities and reporting on progress against the annual plan will be provided to the Board.



**Diane Smith-Gander**

Chair

**Perenti Limited**

Approved by the Board on 2 December 2024