

NOMINATING-GOVERNANCE COMMITTEE CHARTER

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1. Purpose

- 1.1 The Nominating-Governance Committee is a committee of the Board of the Company with the specific powers delegated under this charter. The charter sets out the Nominating-Governance Committee's purpose, composition, mode of operation, authority and responsibilities.
- 1.2 The primary function of the Committee is to oversee, and to assist the Board in fulfilling its responsibilities relating to Board member recruitment, succession planning and overseeing and improving the Company's governance policies and practices.

2. Composition

- 2.1 The Board shall appoint the members of the Committee and will review, at least annually, the adequacy of this charter and the composition of the Committee. The Committee will
 - a. be comprised of at least three members, all of whom are non-executive directors and a majority of whom are independent directors;
 - b. have an independent Committee Chair, who is not the Chairman of the Board; and
 - c. have members with diverse and complementary backgrounds.

3. Meetings

- 3.1 The Committee shall meet as frequently as required, but at least two times per year.
- 3.2 Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- 3.3 The majority of the members of the Nominating-Governance Committee constitute a quorum.

4. Responsibilities and Duties

- 4.1 The Committee's principal nominating functions are to review and make recommendations to the Board in relation to:
 - a. The appointment and re-election of directors;
 - b. The appointment of Board Chair and Lead Independent Director;
 - c. Board succession planning;
 - d. Induction and continuing professional development programs for directors;

- e. The development and implementation of a process for evaluating the performance of the Board, its committees and directors;
 - f. The process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and
 - g. Ensuring there are plans in place to manage the succession of the CEO and other senior executives.
- 4.2 The Committee's principal governance functions are to review and make recommendations to the Board in relation to:
- a. The Company's Code of Conduct;
 - b. The Company's Compliance Reporting (Whistleblower) Policy, Anti-Bribery and Corruption Policy, Continuous Disclosure Policy and Risk Management Policy.
 - c. The Company's Compliance Program;
 - d. The Board's compliance with relevant rules and regulations in both Australia (primary listing) and the United States; and
 - e. Annual Review of Board Committee Charters and key milestone responsibilities, meeting frequency, and dates.
- 4.3 The Committee shall have a Sustainability Sub-Committee whose principal functions are to:
- a. Oversee the development of, and periodically review, the Company's environmental and social practices, goals and opportunities, including the Company's sustainability efforts, philanthropic activities and community engagement.
 - b. Ensure that environmental and community impacts are an integral part of the strategic planning process.
 - c. Oversee the Company's engagement and communication with internal and external stakeholders regarding the Company's sustainability and governance policies, practices and values.
 - d. Oversee the Company's Environmental, Health and Safety (EHS) policies, including the Company's development, implementation, and monitoring the effectiveness of such policies.
- 4.4 The Committee shall have the right to seek advice from external consultants or specialists where the Committee considers that necessary or appropriate.

- 4.5 The Committee shall annually review the Company's policy for identifying and addressing any real or perceived conflicts between their private interests and their duties as a director, senior executive or employee.
- a. The Committee will establish a process that will include identification and escalation to the Board of any potential conflicts.