

**Definitions:** Capitalised terms used throughout this Charter are defined in paragraph 11.

## 1. Purpose

This Charter sets out the role and responsibilities of the Committee.

The Committee is a committee established by the Board pursuant to the Constitution.

## 2. Role and responsibilities

The role of the Committee is to advise and assist the Board in fulfilling its responsibilities on matters relating to:

- (a) the size and composition of the Board, including succession planning and ensuring the independence of the Board;
- (b) selection and performance of the Directors, CEO and senior executives; and
- (c) other activities consistent with this Charter that the Committee or Board consider appropriate.

The responsibilities of the Committee relating to the Board are as follows:

- (a) review and recommend to the Board the appropriate size and composition of the Board to enable it to effectively discharge its duties and responsibilities and to maintain an appropriate mix of skills, knowledge, experience, independence and diversity on the Board;
- (b) review and recommend to the Board the criteria for Board membership, including an assessment of the extent to which the necessary and desirable competencies are represented on the Board;
- (c) assist the Board to implement the Diversity Policy by endeavoring to improve the diversity of the Board at any time nominations are required to fill a Board position;
- (d) ensure that Board succession plans are in place to maintain an appropriate mix of skills, knowledge, experience, independence and diversity on the Board;
- (e) conduct searches for new Board members, when required;
- (f) review any nominations received for Board membership, including nominations from shareholders of the Company who wish to be appointed to the Board, in accordance with the preferred criteria (see the nomination criteria set out below);

- (g) undertake appropriate Background Checks regarding potential nominees to the Board and recommend preferred nominees to the Board;
- (h) develop and oversee a process for evaluating the performance of the Board. This process will include carrying out an annual review of the performance of individual Directors and of the Board itself, as well as committees of the Board. External parties may be engaged to perform these reviews. The Board will take into account the results of the reviews in determining nominations to the Board from time to time. The Committee, other than the Chair, will provide a report on the performance of the Chair at the end of their term as Chair and before the position is renewed;
- (i) periodically review whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively;
- (j) ensure that an effective Board induction program is in place for any newly appointed Directors and the provision of appropriate training and development opportunities for Directors as required;
- (k) develop, maintain and disclose an appropriate Board skills matrix to assist the Committee to perform the tasks set out in this paragraph 2 and review such skills matrix to ensure that it covers the skills needed to address existing and emerging business and governance issues relevant to the Group; and
- (l) assist the Board as requested to set measurable objectives for achieving gender diversity in the composition of the Board.

The responsibilities of the Committee relating to the CEO and senior executives are as follows:

- (a) conduct searches for the CEO and senior executives when required and conduct appropriate Background Checks regarding potential nominees;
- (b) recommend preferred CEO or other senior executive nominees to the Board;
- (c) ensure that succession plans are in place, particularly in respect of the CEO and senior executives; and
- (d) develop and oversee a process for evaluating the performance of the CEO and senior executives, such evaluations to occur at least once every financial year.

In discharging their responsibilities, the members of the Committee have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. The members of the Committee must take the Company's interests into consideration at all times when reviewing and recommending nominees for the Board.

### 3. Composition and term

The Committee shall:

- (a) comprise at least three members, a majority of whom must be independent Directors; and
- (b) include the chair of the Board, with the remaining members to be selected from amongst the Directors.

The Board will appoint or replace members of the Committee and elect the Chair.

The Chair of the Committee must be a non-executive independent Director.

Appointment as a member of the Committee shall be for two years or as determined by the Board.

### 4. Meetings

The Committee will hold at least one meeting each year and any additional meetings as it considers necessary in order to fulfil its responsibilities.

A quorum for meetings of the Committee will be two members of the Committee.

Committee members will be invited to disclose any conflicts of interest at the commencement of each meeting.

In the Chair's absence from a meeting, the members of the Committee present at the meeting may elect a chair for that particular meeting.

Meetings of the Committee may be held face-to-face or in two or more places linked together by any technological means by which members can participate in a discussion.

The notice and agenda of meeting will include relevant supporting papers as appropriate.

The Committee may invite other people to attend as it sees fit, and consult with other people or seek any information it considers necessary to fulfil its responsibilities.

### 5. Voting

Any matters requiring a decision of the Committee will be decided by a majority of votes of members present at the meeting and able to vote.

Subject to this paragraph 5, each member of the Committee has one vote on a matter arising at a meeting of the Committee.

In the case of equality of votes, the Chair, in addition to a deliberative vote, will have a casting vote.

### 6. Authority

The Committee is not a policy making body. It assists the Board by implementing Board

policy and recommending nominations that require Board approval.

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee is to have access to adequate internal and external resources. For example, the Committee may obtain independent professional advice in the satisfaction of its duties at the expense of the Company.

## 7. Secretariat duties

The Company Secretary or another delegated person will undertake the duties of secretariat of the Committee. The secretary will assist the Chair to develop and distribute agendas, papers, minutes and a calendar.

## 8. Minutes

Proceedings of all Committee meetings will be minuted, approved by the Chair and circulated to the members of the Committee.

The minutes must be ratified at the next meeting of the Committee and signed by the chair of that next meeting.

## 9. Reporting to the Board

The Chair is to report to the Board as required after each meeting. The manner of reporting may be by distribution of a copy of the minutes, supplemented by other necessary information, including recommendations requiring Board approval and/or action.

## 10. Nomination criteria

It is intended that the composition of the Board will reflect a range of expertise, experience, independence and diversity appropriate to the Group's business and strategy.

This requires the Committee to ensure that recruitment and selection practices are appropriately structured so that a diverse range of candidates is considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

When reviewing a nomination for directorship, the Committee may take into account a range of factors including, without limitation, the following:

- (a) biographical details of the nominee, including professional qualifications, knowledge, skills and experience;
- (a) whether the balance of knowledge, skills, experience and diversity of the nominee will complement or improve the knowledge, skills, experience and diversity of the Board;
- (b) other directorships currently or previously held;
- (c) relations, if any, with the Group and/or the Company's Directors;

- (d) any existing or potential conflicts of interest;
- (e) independence of the nominee;
- (f) whether the nominee has the necessary time and commitment to the role; and
- (g) any other attributes that the Committee believes will benefit the Group.

The Committee will provide Directors with the following details regarding each nomination to the Board:

- (a) biographical details of the nominee;
- (b) relations, if any, with the Group and/or Directors of the Company;
- (c) any existing or potential conflicts of interest;
- (d) other directorships currently or previously held;
- (e) a police clearance; and
- (f) a bankruptcy clearance.

## 11. Review and Amendment of this Charter

The Committee shall review this Charter periodically to ensure that it remains consistent with the Board’s objectives and responsibilities. If necessary, the Committee shall recommend changes to the Board for approval. The Board should consider the Committee’s review and either approve or further review this Charter.

Any amendments to this Charter, other than updates for changes in the Group’s branding or position titles, must be approved by the Board.

The Committee may make recommendations to the Board in relation to the Committee’s membership, role and responsibilities.

## 12. Definitions

Defined terms used in this Charter have the following meanings:

Term or Abbreviation	Definition and Explanation
<b>Background Check</b>	means a check regarding the suitability of a potential candidate for a role, including, but not limited to, a check as to the person’s character, experience, education, criminal record and bankruptcy history.
<b>Board</b>	means the board of Directors.
<b>CEO</b>	means the chief executive officer of the Company.

<b>Term or Abbreviation</b>	<b>Definition and Explanation</b>
<b>Chair</b>	means the person who has been elected as the chair of the Committee in accordance with this Charter.
<b>Charter</b>	means this nomination committee charter.
<b>Committee</b>	means the nomination committee of the Company.
<b>Company</b>	means Omni Bridgeway Limited (ABN 45 067 298 088).
<b>Company Secretary</b>	means the company secretary of the Company.
<b>Constitution</b>	means the constitution of the Company.
<b>Director</b>	means a director of the Company.
<b>Group</b>	means the Company and its related bodies corporate (as that term is defined in section 9 of the <i>Corporations Act 2001</i> (Cth)).

**The most recent amendments to this Charter approved by the Board take effect on 26 June 2020.**