



Nomination Committee Charter

GUD Holdings Limited
ACN 004 400 891 (“**Company**”)
and its subsidiaries (“**Group**”)

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a majority of independent directors;
- an independent director as chair; and
- a minimum of three members of the Board.

All non-executive directors are members of the Committee. However, the Board may remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Board or Committee will periodically assess the Committee's membership and performance.

2 Role and responsibilities

Except where expressly stated in this charter, the Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this charter or as authorised by resolution of the Board.

The responsibilities of the Committee are set out below:

2.1 Board and Committee Composition

- (a) Assist the Board to develop and regularly review its board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.
- (b) Monitor, review and make recommendations to the Board regarding the size and composition of the Board and committees to ensure that they are of an appropriate size and collectively have the skills and knowledge to enable them to discharge their duties effectively and to add value.

2.2 Selection, appointment and re-appointment of Directors

- (a) Review and recommend to the Board the criteria for nomination as a director and the membership of the Board more generally, including:
 - making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in Attachment 2.
- (b) Monitor and review the time commitment required by Non-executive Directors to Board matters and whether Directors are meeting that requirement.

2.3 Performance and development

- (a) Make recommendations to the Board regarding the process for reviewing the performance of the Board, its committees and individual directors, using external assistance if considered appropriate.
- (b) Ensure that appropriate processes are in place to support director induction and regularly review the effectiveness of these processes.
- (c) Ensure that appropriate processes are in place to support Director professional development to maintain the skills and knowledge required to perform their role effectively, and for Directors to receive briefings on material developments in laws, regulations and accounting standards relevant to the Group.

2.4 Succession planning

- (a) Review and make recommendations to the Board regarding Board succession plans, including for the succession of directors and the Chairman to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.
- (b) Review and make recommendations to the Board regarding succession of the CEO and identify and recommend to the Board candidates for the position of CEO where required, following background checks on these candidates being undertaken.

3 Review of Charter

The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

4 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in [Attachment 1](#).

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet approximately 6-monthly.

Quorum

The quorum is at least two members.

Secretary

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Group's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require. As appropriate, the Committee will inform the Chair of the Board of its decision to authorise an investigation or obtain such external advice.

Rights of access and authority

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any director.

Reporting

The Committee chair (if requested) will provide a brief oral report to the Board as to any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

Interaction with other committees

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

Each committee will, where appropriate, provide reports to other Board committees on matters relevant to the Committee's specific responsibilities that may be relevant to those Committee's roles and responsibilities.

Attachment 2

Selection and appointment of new directors

Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity having regard to:
 - the Board skills matrix; and
 - the existing composition of the Board;
- the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- potential conflicts of interest, and independence.

Procedure

- Detailed background information in relation to a potential candidate should be provided to all directors.
- A detailed description of the role should be prepared.
- The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of external organisation as appropriate.
- An offer of a Board appointment must be made by the Chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.
- All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.