



**ENVIRONMENTAL CLEAN  
TECHNOLOGIES LIMITED**

## Board Charter

Version 3

## Contents

<b>1</b>	<b>ROLE OF THE BOARD</b>	<b>3</b>
<b>2</b>	<b>THE BOARD’S RELATIONSHIP WITH MANAGEMENT</b>	<b>3</b>
<b>3</b>	<b>SPECIFIC RESPONSIBILITIES OF THE BOARD</b>	<b>3</b>
<b>4</b>	<b>COMPOSITION OF THE BOARD</b>	<b>4</b>
<b>5</b>	<b>DIRECTOR RESPONSIBILITIES</b>	<b>5</b>
<b>6</b>	<b>THE ROLE OF THE CHAIR</b>	<b>5</b>
<b>7</b>	<b>BOARD COMMITTEES</b>	<b>6</b>
<b>8</b>	<b>BOARD MEETINGS</b>	<b>6</b>
<b>9</b>	<b>THE COMPANY SECRETARY</b>	<b>7</b>
<b>10</b>	<b>ACCESS TO ADVICE</b>	<b>7</b>
<b>11</b>	<b>FOREIGN DIRECTORS</b>	<b>8</b>
<b>12</b>	<b>PERFORMANCE REVIEW</b>	<b>8</b>
<b>13</b>	<b>ADMINISTRATION INFORMATION FOR THIS CHARTER</b>	<b>8</b>
	<b>APPENDIX 1: REMUNERATION COMMITTEE CHARTER</b>	<b>9</b>
1.	ROLE	9
2.	COMPOSITION	9
3.	PURPOSE	9
4.	DUTIES AND RESPONSIBILITIES	10
4.1	<i>Executive Remuneration Policy</i>	10
4.2	<i>Executive Directors and Senior Management</i>	10
5.	EXECUTIVE INCENTIVE PLANS (INCLUDING EQUITY BASED PLANS)	10
6.	OTHER	11
7.	MEETINGS	11
8.	SECRETARY	11
9.	RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE	11
10.	ACCESS TO ADVICE	11
11.	REVIEW OF CHARTER	12
12.	REPORTING	12
	<b>APPENDIX 2: NOMINATION COMMITTEE CHARTER</b>	<b>13</b>
1.	ROLE	13
2.	PURPOSE	13
3.	DUTIES AND RESPONSIBILITIES OF THE COMMITTEE	13
4.	MEETINGS	15
5.	SECRETARY	15
6.	RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE	15
7.	ACCESS TO ADVICE	15
8.	REVIEW OF CHARTER	16
9.	REPORTING	16

## 1 Role of the Board

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Company's Constitution.

## 2 The Board's Relationship with Management

- a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director.
- b) Specific limits on the authority delegated to the Managing Director and the team of executives as appointed by the Company (**Executive Team**) must be set out in the delegated authorities approved by the Board.
- c) The role of management is to support the Managing Director to implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.
- d) In addition to formal reporting structures, members of the Board are encouraged to have appropriate direct communications with management and other employees within the Company and its subsidiaries (if any) (**Group**) to facilitate the effective carrying out of their duties as Directors.

## 3 Specific Responsibilities of the Board

In addition to matters it is expressly required by law to approve, the Board has reserved the following matters to itself:

- a) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times.
- c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board.
- d) When required, challenging management and holding it to account.
- e) Appointment and replacement of the Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination.
- f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.
- g) Monitoring the timeliness and effectiveness of reporting to shareholders.
- h) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.

- i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- j) Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored.
- k) Approving the annual and half yearly accounts.
- l) Approving significant changes to the organisational structure.
- m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- n) Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the *Corporation Act 2001* (Cth) and ASX Listing Rules if applicable).
- o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- p) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

## 4 Composition of the Board

- a) The Board should comprise Directors with a mix of qualifications, experience and expertise, aligned with the company's Diversity and Inclusion Policy, which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- b) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- c) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.
- d) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups. Where practical, at least 50% of the Board should be independent.
- e) An independent Director is a director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.
- f) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's

Corporate Governance Principles and Recommendations 4th Edition as set out in Annexure A (Independence Tests).

- g) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated to ensure that they continue to contribute effectively to the Board.
- h) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (Annual Report).
- i) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

## 5 Director Responsibilities

- a) Where a Director has an interest, position or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest or relationship in question and an explanation of why the Board is of that opinion.
- b) Directors must disclose their interests, positions or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- d) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- e) Directors are expected to maintain the skills required to discharge their obligations to the Company and should undertake continuing professional development to the extent necessary.
- f) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

## 6 The Role of the Chair

- a) The Chair of the Board is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.
- b) Where practical, the Chair of the Board should be a non-executive Director. If a Chair of the Board ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- c) Where practical, the Managing Director should not be the Chair of the Board of the Company during their term as Managing Director or in the future.
- d) The Chair of the Board must be able to commit the time to discharge the role effectively.
- e) The Chair of the Board should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.

- f) In the event that the Chair of the Board is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting in an acting capacity.

## 7 Board Committees

- a) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
  - a. audit and risk committee;
  - b. remuneration committee; and
  - c. nomination committee.
- b) The charter of each committee must be approved by the Board and reviewed following any applicable regulatory changes.
- c) The Board will ensure that the committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- d) Members of committees are appointed by the Board. The Board may appoint additional Directors to committees or remove and replace members of committees by resolution.
- e) The Company must disclose the members and Chair of each committee in, or in conjunction with, its Annual Report.
- f) The minutes of each committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such committee meeting.
- g) The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a committee, the number of times each committee met throughout the period and the individual attendances of the members at those committee meetings.
- h) Where the Board does not consider that the Company will benefit from a particular separate committee:
  - a. the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
  - b. the Company must disclose in, or in conjunction with, its Annual Report:
    - i. the fact a committee has not been established; or
    - ii. if an audit and risk committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

## 8 Board Meetings

- a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.

- b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- c) Non-executive Directors may confer at scheduled times without management being present.
- d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chair of the Board and circulated to Directors after each meeting.
- e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- f) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- g) Minutes of meetings must be approved at the next Board meeting.
- h) Further details regarding Board meetings are set out in the Company's Constitution.

## 9 The Company Secretary

- a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its committees and between senior executives and non-executive Directors.
- b) The Company Secretary is accountable directly to the Board, through the Chair of the Board, on all matters to do with the proper functioning of the Board.
- c) The Company Secretary is to facilitate the induction and professional development of Directors.
- d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- e) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- f) All Directors have access to the advice and services provided by the Company Secretary.
- g) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

## 10 Access to Advice

- a) All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- b) All Directors will receive briefings on material developments in industry-related matters, laws, regulations and accounting standards relevant to the Company.
- c) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- d) All new Directors will be offered induction training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This will include:

- a. having interviews with key senior executives to gain an understanding of the Company's structure, business operations, history, culture and key risks, and conducting site visits of key operations;
  - b. training on legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements); and
  - c. training on accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.
- e) The Board, committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair of the Board. A copy of any such advice received is made available to all members of the Board.

## 11 Foreign Directors

In the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that:

- a) such documents are translated into the Director's native language; and
- b) a translator is present at all Board and shareholder meetings.

In this case, "key corporate documents" includes the Company's Constitution, prospectuses, product disclosure statements, corporate reports and continuous disclosure announcements.

## 12 Performance Review

The nomination committee, or the Board if there is not an established nomination committee, shall conduct an annual performance review of the Board that:

- a) compares the performance of the Board with the requirements of its charter;
- b) critically reviews the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments; and
- c) suggests any amendments to this charter as are deemed necessary or appropriate.

## 13 Administration information for this Charter

This charter was adopted and implemented by the Board of ECT on 18 October 2022.

This charter is available on ECT's website.

The Board will monitor and annually review the effectiveness of this charter.



## Appendix 1: REMUNERATION COMMITTEE CHARTER

### 1. Role

The role of the remuneration committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This charter defines the remuneration committee's function, composition, mode of operation, authority and responsibilities.

### 2. Composition

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- a) The committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- b) The committee will be chaired by an independent Director who will be appointed by the Board.
- c) The Board may appoint such additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

### 3. Purpose

The primary purpose of the committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:

- a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- c) recommending to the Board the remuneration of executive Directors;
- d) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (**Group**), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses;
- e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
- f) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- g) reviewing and approving the remuneration of direct reports to the Managing Director, and as appropriate other senior executives; and
- h) reviewing and approving any equity based plans and other incentive schemes.

## **4. Duties and Responsibilities**

### **4.1 Executive Remuneration Policy**

- a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- c) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses.

### **4.2 Executive Directors and Senior Management**

- a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director. As part of this review the committee will oversee an annual performance evaluation of the senior Executive Team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director.
- d) Approve termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the committee at its next meeting.

## **5. Executive Incentive Plans (including Equity Based Plans)**

- a) Review and approve the design of any executive incentive plans (**Plans**).
- b) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.
- c) Review and approve any Plans that may be introduced in light of legislative, regulatory and market developments.
- d) For each Plan, determine each year whether awards will be made under that Plan.
- e) Review and approve total proposed awards under each Plan.
- f) In addition to considering awards to executive Directors and direct reports to the Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the committee.
- g) Review, approve and keep under review performance hurdles for each Plan.

- h) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

## **6. Other**

The committee shall perform other duties and activities that it or the Board considers appropriate.

## **7. Meetings**

- a) The committee will meet at least once per year and additionally as circumstances may require.
- b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the committee.
- c) A quorum shall comprise any two members of the committee. In the absence of the Chair of the committee or appointed delegate, the members shall elect one of their members as Chair.
- d) Where deemed appropriate by the Chair of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- e) Decisions will be based on a majority of votes with the Chair of the committee having the casting vote.
- f) The committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the committee, as they consider appropriate.

## **8. Secretary**

- a) The Company Secretary or their nominee shall be the Secretary of the committee, and shall attend meetings of the committee as required.
- b) The Secretary will be responsible for keeping the minutes of meeting of the committee and circulating them to committee members and to the other members of the Board.
- c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

## **9. Reliance on Information or Professional or Expert Advice**

Each member of the committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

## **10. Access to Advice**

- a) Members of the committee have a right to access the books and records of the Company to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.

- b) The committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

## **11. Review of Charter**

- a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner, and will update this charter as required or as a result of new laws or regulations.
- b) The charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

## **12. Reporting**

- a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
- b) The committee must brief the Board promptly on all urgent and significant matters.
- c) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the Annual Report and as otherwise required by law.

## APPENDIX 2: NOMINATION COMMITTEE CHARTER

### 1. Role

The role of the nomination committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the team of executives as appointed by the Company, being the Executive Team. This charter defines the nomination committee's function, composition, mode of operation, authority and responsibilities.

#### Composition

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- a) The committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Chair of the committee.
- b) The Board may appoint additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

### 2. Purpose

The primary purpose of the committee is to support and advise the Board in:

- c) maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and
- d) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

### 3. Duties and Responsibilities of the Committee

- a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- b) Make recommendations to the Board on the appropriate size and composition of the Board.
- c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.
- d) Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- e) Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
  - a. biographical details (including relevant qualifications and experience and skills);
  - b. details of any other material directorships currently held by the candidate;

- c. where standing as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's background and experience and any material adverse information revealed by those checks, details of any interest, position or relationship that might materially influence their capacity to be independent and act in the best interests of the Company as a whole rather than in the interests of an individual shareholders or other party, and a statement whether the Board considers the candidate is considered to be independent;
  - d. where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
  - e. a statement by the Board whether it supports the election or re-election of the candidate and a summary of the reasons why.
- f) Ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the *Corporations Act 2001* (Cth)), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
  - g) Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
  - h) Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.
  - i) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
  - j) Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
  - k) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
  - l) Review directorships in other public companies held by or offered to Directors and senior executives of the Company.
  - m) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
  - n) Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether Director's performance has been impacted by any other commitments.

#### **4. Meetings**

- a) The committee will meet at least once a year and additionally as circumstances may require.
- b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the committee.
- c) Where deemed appropriate by the Chair of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- d) A quorum shall comprise any two members of the committee. In the absence of the Chair of the committee or appointed delegate, the members shall elect one of their number as Chair of the committee.
- e) Decisions will be based on a majority of votes with the Chair of the committee having a casting vote.
- f) The committee may invite executive management team members or other individuals, including external third parties to attend meetings of the committee, as they consider appropriate.

#### **5. Secretary**

- a) The Company Secretary or their nominee shall be the secretary of the committee (**Secretary**) and shall attend meetings of the committee as required.
- b) The Secretary will be responsible for keeping the minutes of meetings of the committee and circulating them to committee members and to the other members of the Board.
- c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

#### **6. Reliance on Information or Professional or Expert Advice**

Each member of the committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- a) an employee of the Company and its subsidiaries (if any) (**Group**) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

#### **7. Access to Advice**

- a) Members of the committee have rights of access to the books and records of the Company to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.
- b) The committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

## **8. Review of Charter**

- a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.
- b) This charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

## **9. Reporting**

- a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
- b) The committee must brief the Board promptly on all urgent and significant matters.
- c) The Company must disclose the policies and practices regarding the nomination of non-executive directors, executive directors and other senior executives in, or in conjunction with, the Annual Report and as otherwise required by law.