



**M8 SUSTAINABLE LIMITED
ACN 620 758 358**

**NOMINATION COMMITTEE
CHARTER**

ISSUE DATE: JULY 2020

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NOMINATION COMMITTEE
CHARTER**

1. Designation

Board Committee

2. Reporting Body

Board of Directors

3. Role

The Board Nomination Committee (NC) has been established by the Board of M8 Sustainable Limited (the Company). The primary objective of the NC is to assist the Board in:

- establishing processes to ensure the best possible directors are selected, appointed and retained
- establishing succession plans for the Board, Managing Director/Chief Executive Officer (MD/CEO) and senior executives
- implementing processes for evaluating the performance of the Board, its committees and individual directors
- establishment of induction and continuing education programs for directors.

4. Composition

The NC will consist of at least three (3) non-executive directors. The majority of the NC will be independent directors, as determined by the Company's Board Charter. The NC will be chaired by an independent director. Annually the Board will review the composition of the NC.

5. Membership

- 5.1 The Board will appoint the members of the NC and nominate one of them to be the Chairman of the NC.
- 5.2 The Chairman may invite any person or persons (other than duly appointed members) to attend meetings of the NC, but not necessarily for the full duration of the meeting.

6. Duties and Responsibilities

The duties and responsibilities of the NC are:

- 6.1 assisting the Board to develop and review a Board skills matrix setting out the mix of knowledge, experience, qualifications, background, diversity and other dimensions that are necessary for effective leadership of the Company
- 6.2 reviewing and recommending to the Board the size and composition of the Board and potential director appointments
- 6.3 reviewing Board succession plans and the succession of the Chairman, MD/CEO and senior executives, including overseeing the selection process as appropriate

- 6.4 making recommendations for the re-election of directors, subject to the principle that a Committee member must not be involved in making recommendations in respect of themselves
- 6.5 assisting the Board in identifying individuals who are qualified to become Board members
- 6.6 ensuring that an effective director induction process is in place and that all newly appointed non-executive directors undertake the Company induction process and that the effectiveness of the process is regularly reviewed
- 6.7 ensuring all directors have access to professional development programmes to support the work requirements of the Board
- 6.8 assisting the Board in relation to the performance evaluation of the Board, its committees, and individual directors (including the MD/CEO)

7. Access

- 7.1 The NC is authorised by the Board to have access to senior management of the Group and can seek such information it considers necessary to carry out its duties.
- 7.2 The NC is authorised by the Board to access independent professional advice where the NC considers it necessary to carry out its duties. The NC will notify the Chairman of the Board of any exercise of its rights under this clause

8. Duration and Amendments

- 8.1 This charter shall be reviewed annually by the NC and the Board.
- 8.2 Any changes to this charter shall require the approval of the Board

9. Meeting Arrangements

- 9.1 The NC shall hold at least two (2) regular meetings in each calendar year and any additional meetings which the Chairman directs in order for the NC to fulfil its duties. In addition, the Chairman is required to call a meeting of the NC if requested to do so by the Board, a member of the RC or MD/CEO.
- 9.2 A quorum will be two (2) RC members.
- 9.3 The Company Secretary is responsible for drawing up the agenda in conjunction with the Chairman and circulating it, supported by explanatory documentation to the NC members prior to each meeting. The Company Secretary shall also be responsible for keeping the minutes of the meetings of the NC, and circulating them to the NC members and other members of the Board.
- 9.4 Decisions will be determined by majority vote, but the Chairman shall report the fact of a dissenting vote to the Board when reporting to the Board. The Chairman will not have a casting vote.
- 9.5 A meeting may be held using any technology agreed to by all NC members. including audio or video conferencing facilities.

Document History

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