

Nomination & Prudential Committee

Objectives

The objective of the Committee is to ensure that appropriate Board selection, appointment and review practices are in place that results in a Board:

- with an effective composition, size, mix of skill sets and experience and commitment to adequately discharge its responsibilities and duties and add value to the Company and its shareholders;
- that has a proper understanding of, and competence to deal with, the current and emerging issues of the businesses of the Company;
- can effectively review and challenge the performance of management and exercise independent judgement; and
- that meets the prudential criteria determined by the Company.

The Committee must also ensure that shareholders and other stakeholders understand and have confidence in those selection, appointment and review practices.

Membership

The Nomination & Prudential Committee currently comprises four directors, the majority being independent directors and includes the Chairman of the Board and the Chief Executive Officer. The Chief Executive Officer may participate in discussions with respect to matters concerning the main Board of the Company but has no voting rights with respect to such matters. Members are appointed for an initial term of three years but are eligible for re-appointment.

The current members of the Nomination & Prudential Committee are:

Mr S Gerlach (Chairman)
Mr CE Bright
Dr J Fox

Committee Responsibilities

The Nomination & Prudential Committee operates under a formal **charter** adopted by the Board.

The Committee's principal responsibilities are to regularly review and make recommendations to the Board on:

- the necessary and desirable competencies of members of the Boards of the Company and its subsidiaries and their committees;
- appropriate processes for the review of the performance of the Boards of the Company and its subsidiaries. ;
- appropriate policies with respect to the maximum period of service and retirement age for Directors;
- appropriate succession plans for the Boards of the Company and its subsidiaries and the Chief Executive Officer;
- the appropriate size of the Board so as to encourage efficient decision-making;
- recommendations for the appointment (including re-appointment in the case of Directors retiring by rotation) and removal of directors of the Company and its subsidiaries;
- the scope and content of letters of appointment of non-executive Directors;
- skills development and continuing education programs for directors of the Company and its subsidiaries;
- appropriate induction procedures designed to allow new Directors to participate fully and actively in Board decision-making at the earliest opportunity and the effectiveness of those procedures; and
- fulfilment of the Company's prudential obligations.