

WESTERN AREAS LTD



**COR-GOV-CHA-2639
NOMINATION COMMITTEE CHARTER**



1 INTRODUCTION

This Charter sets out the specific role of The Nomination Committee to fulfil the Boards responsibility to shareholders to ensure at all times the composition, structure and operation of the Board is of the highest standard.

2 ROLE

The Nominations Committee (“the Committee”) will:

- (a) Assess the necessary and desirable competencies of board members
- (b) Review board succession plans
- (c) Evaluate the board’s performance
- (d) Make recommendations for the appointment and removal of directors

3 DUTIES

The duties of the Committee include:

- (a) Developing and reviewing Board evaluation processes
- (b) Reviewing director education
- (c) Reviewing annually the size and composition of the Board
- (d) Reviewing the Diversity Policy
- (e) Considering the mix of desired competencies across board members
- (f) Evaluating Board candidates and recommending to the Board individuals for Board appointment/shareholder election
- (g) Recommending to the Chairperson of the Board the appropriate process for evaluation of the performance of each Director and the Chairperson.

4 AUTHORITY OF THE COMMITTEE

The rights of the Committee will include:

- (a) The right to seek information required in order to perform its duties, from any employee of the Company; and
- (b) To obtain, at the Company’s expense, external legal or other professional advice on any matter within its charter

5 COMPOSITION

The Committee shall be appointed by the Chairperson of the Board and shall be composed of:

- (a) At least three Independent Non-Executive Directors of the Company.
- (b) The majority of the Committee shall be independent directors.
- (c) The Committee shall be chaired by an independent director.
- (d) The Chairperson of the Board shall appoint the Chairperson of the Committee who shall be a non-executive director other than the Chairperson of the Board. In the absence of the Committee Chairperson or appointed delegate, the members shall elect one of their number as Chairperson for that meeting.

6 POLICY FOR THE APPOINTMENT OF DIRECTORS

In its evaluation of candidates for the Board, the Committee will have regard to normally accepted nomination criteria including:



- (a) The ability to exercise sound business judgment
- (b) A position of leadership or expertise in a specified field
- (c) Absence of conflicts of interest or other legal impediments to serving on the Board
- (d) Willingness to devote the required time
- (e) Availability to attend Board and Committee meetings
- (f) Appropriate experience and/or professional qualifications
- (g) Integrity or moral reputation.

When considering overall Board balance, the Committee will give due consideration to the value of a diversity of gender, backgrounds and experiences among the members.

In making approaches to candidates, the Committee will give due consideration to the appointment of outside professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the then needs of the Board.

7 BOARD MEMBERSHIP GUIDELINES

In assessing the composition of the Board, the Committee will have regard for the following policy.

- (a) The Chairperson should be both non-executive and independent and an Australian citizen or permanent resident
- (b) The Managing Director/Chief Executive Officer should be a full-time employee of the Company
- (c) The majority of the Board should comprise Directors who are both non-executive and independent
- (d) The Board should represent a balance of a broad range of qualifications, experience and expertise considered of benefit to the Company and in line with the Board skills matrix
- (e) In the event that a member of the Committee retires, is removed or resigns from the Board of WSA, that member shall cease to be a member of the Committee
- (f) The Board should comprise at least 5 members, including the Chairperson and Managing Director. This number may be increased where it is felt that additional expertise is required in specific areas, or where an outstanding candidate is identified.

8 MEETINGS

- (a) The Committee shall meet once per year and at such additional times as the Chairperson of the Committee shall decide in order to fulfil its duties.
- (b) Any Committee member or the Company Secretary may call a meeting of the Committee.
- (c) The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as they consider appropriate.
- (d) An agenda including supporting documentation will be circulated to members of the Committee in advance of each meeting.
- (e) The Chairperson of the Committee, or delegate, shall provide any recommendations or reports to the Board at the next meeting.
- (f) The quorum for a meeting of the Committee will be a minimum of 2 or a majority of the members.
- (g) The Company Secretary will be responsible for keeping minutes of the meetings together with copies of all materials presented to the Committee.
- (h) Committee minutes and papers may be made available to any director following a request to the Committee Chairperson, providing no conflict of interest exists.