



**HRL Holdings Limited**  
Level 12, 145 Eagle Street  
Brisbane Queensland 4000, Australia  
GPO Box 216  
Brisbane Queensland 4001, Australia  
**Tel** +61 7 3105 5960  
**Email** admin@hrlholdings.com

# Nominations Committee Charter

---



## Contents

1. Membership .....	3
2. Purpose .....	3
3. Duties of the Nomination Committee.....	3
4. Meetings .....	4
5. Delegation to Subcommittee .....	4
6. Review of Charter.....	4



## 1. Membership

The Nomination Committee is established by the Board of Directors and is to be chaired by the Chair of the Board.

HRL will comply as far as possible with the ASX Recommendations as to the Committee composition namely it will, where practicable, comprise:

- at least three (3) members;
- the majority of the members will also be independent directors; and
- the Committee will be chaired by an independent director.

Where this composition is not practicable then HRL will ensure that the Committee comprises:

- at least two (2) members; and
- the majority of the members will also be independent directors and if there are only two (2) members then both will be independent directors.

HRL will seek to wherever practicable rotate Nomination committee members such that:

- they are on the committee for a maximum term of 5 years; and
- there is a staggered rotation of Committee members.

## 2. Purpose

The purpose of the Nomination Committee is to:

- a) identify individuals qualified to become Board members;
- b) recommend individuals to the Board for nomination as members of the Board and its committees;
- c) ensure performance of members of the Board is reviewed; and
- d) ensuring an appropriate Board and Committee structure is in place so that the Board can perform a proper review function.

## 3. Duties of the Nomination Committee

The following duties are structured in accordance with the Nomination Committee's purposes:

- a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board;
- b) To identify individuals believed to be qualified to become Board members and to recommend such candidates to the Board. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board;
- c) To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the Charter of the Committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals



of the committee and the interplay of the candidate's experience with the experience of other committee members;

- d) To periodically review whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively;
- e) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management;
- f) Recommend to the Chair of the Board the appropriate process for evaluation of the performance of each director; and
- g) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

#### **4. Meetings**

The Nomination Committee will meet as frequently as it deems necessary. The Committee Chair will, if requested, provide a brief oral report as to any material matters arising out of the committee meeting.

#### **5. Delegation to Subcommittee**

The Nomination Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

#### **6. Review of Charter**

The Committee will annually, at the first meeting of that calendar year, review the membership and on a biennial basis the charter of the Committee to determine its adequacy for current circumstances. The review will include consideration of the need for existing Directors to undertake professional development as well as assessing whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Where necessary the Committee may, recommend for resolution of the Board, alterations to the responsibilities, functions or membership of the Committee and the formal adoption of any revisions to the charter for future operations of the Committee.

**This Charter was reviewed by the Board of Directors, following recommendations from the Committee, and adopted on 22/04/20.**