



Phosphagenics

Phosphagenics Limited

## Nomination Committee Charter

## 1 Purpose

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The Nomination Committee is a committee of the board of directors ("**Board**") of Phosphagenics Limited ("**Company**").

The Nomination Committee's purpose is to:

- (a) develop criteria for Board membership and identify specific individuals for nomination; and
- (b) establish processes for the review of the performance of individual Directors and the Board as a whole.

Capitalised terms in this Nomination Committee Charter shall be afforded the meaning given to those terms in the Company's Board Charter, unless specifically indicated otherwise.

## 2 Duties

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The responsibility of the Nomination Committee is to facilitate a board performance assessment, develop criteria for Board membership, identify suitably skilled, qualified and experienced individuals for nomination and to establish processes for the review of the performance of Directors.

Some of the specific matters the Nomination Committee will consider include:

- (a) considering the appropriate size and composition of the Board;
- (b) developing criteria for Board membership selection, composition and assessing the skills required on the Board;
- (c) reviewing the skills represented on the Board and determining whether those skills meet the required skills identified;
- (d) recommending changes to the membership of the Board;
- (e) making recommendations to the Board on candidates it considers appropriate for appointment;
- (f) ensuring adequate Board induction processes are in place;
- (g) setting and reviewing on an annual basis measurable objectives for diversity;
- (h) monitoring and evaluating the implementation of plans regarding diversity;
- (i) reviewing the retiring non-executive Director's performance and making recommendations to the Board as to whether the Board should support the nomination of a retiring non-executive Director; and
- (j) the Company's succession planning of the CEO and Senior Management and its appropriateness to ensure that adequate arrangements are in place and that recruitment and training is providing adequate candidates for future promotion to senior positions in the Company.

## 3 Membership and Structure

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- 3.1 The Board shall appoint the Committee annually.
- 3.2 The Nomination Committee consists of 3 Directors and is comprised of a majority of non-executive independent Directors.
- 3.3 The chairman of the Nomination Committee has been appointed from the members of the Committee and should be an independent non-executive Director.

- 3.4 The chairman of the Nomination Committee is responsible for arranging all meetings of the Nomination Committee and for providing members of the Nomination Committee with a written agenda.
- 3.5 The Company Secretary, or his appointee, will act as secretary of the Nomination Committee. Minutes of Committee meetings will be prepared by the secretary of the Nomination Committee, approved by the chairman of the Committee in draft and circulated to all members.
- 3.6 If a member ceases to be a Director of the Board of the Company, that member ceases to be a member of the Committee.

## **4 Meetings**

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- 4.1 Any member of the Nomination Committee may call a meeting of the Nomination Committee.
- 4.2 As a minimum, the Nomination Committee will meet twice a year to facilitate a Board performance assessment.
- 4.3 In addition, the Nomination Committee will meet as early as practicable prior to the expiration of the term of office of a Director to consider suitably skilled and experienced individuals for nomination as Directors of the Company.
- 4.4 The chairman of the Nomination Committee, or delegate, shall report to the Board following each meeting.
- 4.5 All Directors who are not members of the Committee are entitled to attend any meeting of the Committee.
- 4.6 The Nomination Committee may invite any member of Senior Management or other individuals to attend meetings of the Nomination Committee, as it considers appropriate.
- 4.7 The Nomination Committee has direct access to the Company's officers and advisers, both external and internal, and has the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities.

## **5 Quorum and Voting**

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- 5.1 A quorum comprises any 2 Nomination Committee members. In the absence of the Nomination Committee chairman, or appointed delegate, the members will elect one of their number as chairman for that meeting.
- 5.2 Each member shall have one vote.
- 5.3 The chairman of the Nomination Committee will not have a second or casting vote.

## **6 Review**

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- 6.1 The Committee will, on a yearly basis, undertake an evaluation of its performance and effectiveness, review its membership and this Charter, and make recommendations to the Board.
- 6.2 The Committee will consider and review the report of the Committee's membership, authority, responsibilities and discharge of those responsibilities for inclusion in Company's annual report and oversee the preparation of any report or other disclosures to be included in the annual report or other communications to security holders relating to the appointment of Directors.