

Nomination committee charter

Mortgage Choice Australia Limited

ABN 57 009 161 979

Nomination committee charter

1. Introduction

- 1.1 The Nomination Committee is a committee of the board of directors of Mortgage Choice Australia Limited ABN 57 009 161 979 (**Company**).
- 1.2 The board established the Nomination Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Nomination Committee's responsibilities in relation to the Company.
- 1.4 The role of the Nomination Committee is not an executive role.

2. Objective

The objective of the Nomination Committee is to help the board achieve its objective of ensuring the Company has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

3. Nominations and board composition

The Nomination Committee is responsible for:

- (a) identifying and recommending to the board, nominees for membership of the board, including the chief executive officer;
- (b) identifying and assessing the necessary and desirable competencies and characteristics for board membership and regularly assessing the extent to which those competencies and characteristics are represented on the board;
- (c) developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for board members;
- (d) ensuring succession plans are in place to maintain an appropriate balance of skills on the board and reviewing those plans; and
- (e) recommending the removal of directors.

4. Policy for appointing new directors

The Nomination Committee's policy for appointing new directors aims to ensure the company has a board of sufficient size with the appropriate balance of skills and experience to meet the company's present and future needs. Each appointment is based on merit against set objectives. The Nomination Committee looks beyond obvious candidates and its procedure for selecting candidates is transparent and objective.

5. Procedure for appointing new directors

The procedure for appointing new directors is designed to ensure maximum transparency and objectivity. Each appointment is based on merit and suitably extensive enquiries are made to find candidates from non-traditional sources. The steps involved include:

- (a) regularly assessing and identifying the necessary and desirable skills, experience and knowledge for board members;
- (b) regularly assessing and identifying the skills, experience and knowledge represented on the board and those desired;
- (c) regularly assessing and determining the time commitment needed from each board member to adequately perform their duties;
- (d) having a developed position specification for the role;
- (e) making suitable inquiries of professional executive search and recruitment consultants, and major shareholders for candidates;
- (f) interviewing each candidate and conducting background and reference checks;
- (g) ensuring that each candidate:
 - (i) has the necessary skills, experience and knowledge to perform their duties and responsibilities as a director;
 - (ii) is able to devote the time necessary to perform their duties and responsibilities;
 - (iii) is sufficiently independent in accordance with the ASX Corporate Governance Council's definition of independence materiality thresholds; and
 - (iv) is able to work with the other members of the board;
- (h) assembling a short list of potential nominees for submission to the board; and
- (i) ensuring that any notice of general meeting at which the appointment of a director is to be considered is clearly and comprehensively written in accordance with the suggestions of the ASX Corporate Governance Council.

6. Performance and education of directors

6.1 The Nomination Committee is responsible for:

- (a) annually reviewing the performance of the chief executive officer;
- (b) establishing processes for evaluating the performance of the board, both collectively and individually;
- (c) annually evaluating the performance of the board, both collectively and individually;
- (d) regularly reviewing the time required from non-executive directors to perform their functions and assessing whether they are satisfying those time requirements;
- (e) establishing induction programs for new directors; and
- (f) developing continuing education programs for directors.

6.2 A member of the Nomination Committee must not participate in any review or assessment of their own performance.

7. Recruitment and termination

The Nomination Committee is responsible for reviewing and recommending to the board for adoption recruitment, retention and termination policies and practices.

8. Remuneration Committee

The Nomination Committee will:

- (a) refer any matter relating to remuneration policies and practices to the Remuneration Committee; and
- (b) work closely with the Remuneration Committee in exercising its powers and performing its responsibilities under this charter.

9. Nomination Committee composition

- 9.1 The Nomination Committee must comprise at least two members.
- 9.2 The Nomination Committee will appoint its chairperson. The chairperson of the Nomination Committee must be the chairperson of the board or an independent director.
- 9.3 The Nomination Committee will appoint a secretary.
- 9.4 The board decides appointments, rotations and resignations within the Nomination Committee having regard to the ASX Listing Rules, the *Corporations Act 2001 (Cth)* and the Company's constitution.
- 9.5 A Nomination Committee member may act by their alternate.

10. Nomination Committee meetings

- 10.1 The Nomination Committee will meet as often as it considers necessary.
- 10.2 The quorum for a Nomination Committee meeting is two Nomination Committee members.
- 10.3 Nomination Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 10.4 The Nomination Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001 (Cth)*.
- 10.5 The Nomination Committee may invite anyone it considers appropriate to attend Nomination Committee meetings.

11. Minutes of Nomination Committee meetings

- 11.1 The Nomination Committee must keep minutes of its meetings.
- 11.2 Minutes of each Nomination Committee meeting must be included in the papers for the next full board meeting after each meeting of the Nomination Committee.
- 11.3 Minutes must be distributed to all Nomination Committee members after the Nomination Committee chairperson has approved them.

- 11.4 Minutes, agenda and supporting papers are available to directors upon request to the Nomination Committee secretary, except if there is a conflict of interest.

12. Reporting to the board

The Nomination Committee chairperson must report the Nomination Committee's findings to the board after each Nomination Committee meeting.

13. Access to information and independent advice

- 13.1 The Nomination Committee may seek any information it considers necessary to fulfil its responsibilities.
- 13.2 The Nomination Committee has access to management to seek explanations and information from management, at the Company's cost.
- 13.3 The Nomination Committee may seek professional advice from employees of the Company and from appropriate external advisers, at the Company's cost. The Nomination Committee may meet with external advisers without management being present.

14. Review and changes to this charter

- 14.1 The Nomination Committee will review this charter annually or as often as it considers necessary.
- 14.2 The board may change this charter from time to time by resolution.