

Nomination committee charter

Keybridge Capital Limited

ACN 088 267 190 (**Company**)

Nomination committee charter

1. Introduction

- 1.1 The Nomination Committee is a committee of the board of directors of Keybridge Capital Limited (**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.
- 1.5 The Company presently has one independent non-executive director.

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. Responsibilities

The Nomination Committee is responsible for:

- (a) identifying and recommending to the board, nominees for membership of the board, including the managing director;
- (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

- 4.1 The Company must have a board of sufficient size with the appropriate balance of skills and experience to meet the Company's present and future needs.
- 4.2 Candidates for membership of the board will be assessed against criteria including:
 - (a) character and standing;
 - (b) promotion of shareholders' interests (including shareholder returns);
 - (c) familiarity with corporate governance principles and practices, including:
 - (i) directors' duties;
 - (ii) conflicts of interest;

- (iii) disclosure obligations; and
 - (iv) share trading restrictions;
- (d) leadership skills;
- (e) teamwork skills, including:
 - (i) contribution to board discussions and functions; and
 - (ii) promotion of the board's objectives;
- (f) knowledge and understanding of the Company, including the industries and the business and regulatory environments in which it operates;
- (g) responsibilities of the Company to its shareholders, other stakeholders and the wider community;
- (h) effective communication skills;
- (i) analysis of financial statements and managerial reports;
- (j) monitoring performance against strategic goals; and
- (k) time availability and commitment.

5. Procedure for appointing new directors

The Nomination Committee is responsible for:

- (a) assessing and identifying the necessary and desirable skills, experience and knowledge for board members;
- (b) assessing and identifying the skills, experience and knowledge represented on the board and those desired;
- (c) assessing and determining the time commitment needed from each board member to adequately perform their duties;
- (d) writing a job 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 managing director;
- (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; and
- (d) regularly reviewing the time required from non-executive directors to perform their functions and assessing whether they are satisfying those time requirements;

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

7. Other responsibilities

The Nomination Committee is responsible for doing anything the board considers appropriate in the context of this charter.

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:

- (a) at least three members;
- (b) a majority of non-executive directors; and
- (c) no more than three directors who are not independent.

9.2 All Directors of the Company may join the Nomination Committee subject to 9.1 above.

9.3 The Nomination Committee will appoint its chairperson. The chairperson of the Nomination Committee must be the chairperson of the board or an independent director.

9.4 The Nomination Committee will appoint a secretary.

9.5 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.

9.6 A Nomination Committee member may act by their alternate.

9.7 Any member of the Nomination Committee that has a conflict in relation to any matter being considered by the Committee shall offer to excuse himself or herself from the meeting.

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, including the Company's auditors, without management being present.

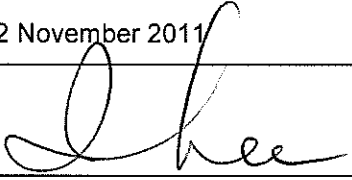
14. Review and changes to this charter

- 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.

15. **Approved and adopted**

This charter was originally approved by the board on 7 December 2006 and adopted by the Nomination Committee on 7 December 2006. This charter was amended on 14 March 2008 and reviewed on 18 December 2008, 4 November 2009, 8 November 2010 and 2 November 2011.

Date 2 November 2011

Signed 
Chairperson of the board of directors
of Keybridge Capital Limited