

NOMINATIONS COMMITTEE CHARTER

1. Introduction

The Board of Ventia Services Group Limited (“**Ventia**”) has established a Nominations Committee (**Committee**) in accordance with the ASX Corporate Governance Principles and Recommendation (4th Edition).

This Charter sets out the purpose, scope and responsibilities of the Committee.

2. Objective & Purpose

2.1. The purpose of the Committee is to review and recommend to the Board matters relating to:

- 2.1.1. the composition of the Board, including the criteria for Board membership;
- 2.1.2. succession planning for the Board;
- 2.1.3. performance evaluation of the Board, its Committees and individual Directors; and
- 2.1.4. induction and continuing professional development training for Directors.

2.2. The Board delegates authority to the Committee to undertake the roles and responsibilities set out in clause 3 of this Charter.

3. Roles and responsibilities

3.1. The responsibilities of the Committee are as follows:

- 3.1.1. assist the Board to regularly review its board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership;
- 3.1.2. review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman, having regard to the Board skills matrix and the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender;
- 3.1.3. review and recommend to the Board the criteria for nomination as a director and the membership of the Board more generally, including:
 - a. making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - b. assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in section 6.
- 3.1.4. assist the Board in relation to the performance evaluation of the Board, its Committees and individual directors.
- 3.1.5. monitor that processes are in place to support director induction and ongoing education and regularly review the effectiveness of these processes.
- 3.1.6. overseeing the regular assessment of, and making recommendations to the Board as to, the independence of each director and associated disclosures.
- 3.1.7. in collaboration with the People and Remuneration Committee and pursuant to Ventia’s Diversity and Inclusion Policy, develop and recommend to the Board measurable objectives for achieving diversity in the composition of the Board, and, on an annual basis, assess Ventia’s progress in achieving those objectives and recommend any changes to the Board;

- 3.1.8. annually review the relative proportions of women and men on the Board together with other facets of diversity; and
- 3.1.9. submit a report to the Board, which outlines the Committee's findings or, if applicable, provide the Board with Ventia's most recent indicators as required by the Australian Workplace Gender Equality Act 2012.

4. Re-election of directors

- 4.1. Each year, the Committee will review each of the directors who are seeking re-election in light of their independence, the result of their performance review, the Ventia's succession plans and any other factor considered relevant to the director's contribution to the Board. On the basis of its review, the Committee will make a recommendation to the Board regarding whether to support the director's re-election.

5. Committee Membership

Membership

- 5.1. The Committee must consist of:
 - 5.1.1. at least five members (each of whom will be appointed or removed by the Board, in consultation with the Chairperson of the Committee);
 - 5.1.2. only Non-Executive Directors;
 - 5.1.3. a majority of Independent Directors;
 - 5.1.4. an Independent Non-Executive Director as Chairperson; and
- 5.2. Members may withdraw from membership by written notification to the Board.

Secretary

- 5.3. The Group Company Secretary or nominee will act as Committee Secretary and attend all meetings; and
- 5.4. The Group Company Secretary will have direct access to the Committee Chair and the Chair of the Board.

6. Proceedings

Constitution

- 6.1. Proceedings of the Committee will be governed by Ventia's Constitution (in priority) and this Charter.

Attendance

- 6.2. Directors who are not Committee members may attend all or part of a Committee meeting in their capacity as Directors of the Company and have access to Committee papers, subject to conflicts.
- 6.3. The Committee or its Chairperson may extend an invitation to any other person to attend all or part of any meeting of the Committee which it considers appropriate.

Frequency and Notice of Meetings

- 6.4. The Committee must meet at least once per quarter or otherwise as deemed necessary by Committee members.
- 6.5. The dates, times and venues of meetings will be communicated by the Chairperson or Committee Secretary to all Committee members and meeting papers supplied as far in advance as possible.
- 6.6. Any Committee member may at any time call upon the Committee Secretary to convene a meeting.

Quorum

- 6.7. A quorum is three Committee members.
- 6.8. A Committee member who is a Director may have his/her appointed alternate attend Committee meetings on his/her behalf.
- 6.9. Members may attend meetings using any technology which allows each Committee member to hear proceedings and be heard by the other members.

Chairperson

- 6.10. Should the Chairman be absent from any meeting of the Committee, the members of the Committee present at that meeting shall appoint one of their number to be Chairman of that meeting, provided that the acting Chairperson is an Independent Non-Executive Director.
- 6.11. The Chairperson shall not have a casting vote. Any decision of the Committee that is deadlocked must be referred to the full Board for resolution.

Written Resolutions

- 6.12. The Committee may pass a resolution without a meeting being held if all the Committee members who are entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Committee members. The resolution is passed when the last Committee member signs.

7. Delegation to Act

- 7.1. The Committee may, in its discretion, delegate some or all of its duties and responsibilities to the Committee Chairperson or the Board Chairperson.

8. Reporting to the Board

- 8.1. Draft Minutes of meetings must be distributed as soon as practicable to all members of the Committee. Once approved, the Minutes are to be circulated to all other members of the Board unless a director has a conflict of interest.
- 8.2. Minutes of meetings, recommendations, decisions of the Committee must be made, entered and signed in the same manner as Minutes of the Board.
- 8.3. The Chairperson or nominee will report on the Committee's proceedings at the next Board meeting following each Committee meeting and make any recommendation and/or seek any Board approval and/or decision as required.

9. Advice

- 9.1. The Committee has access to internal and external resources, and may seek the advice of the Group's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or responsibilities of the Committee, where the Committee considers such advice necessary or appropriate, provided that reasonable enquiries are made with the Group General Counsel to ensure there are no conflicts of interest.

10. Charter Review

- 10.1. The Board shall conduct an annual review of the membership of the Committee and this Charter to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.