



TRAVIS
P A R T N E R S

Nominations Committee Charter

Alfabs Australia Limited ACN 674 455 442 (**Company**)

Nominations Committee Charter

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Nominations Committee Charter

1 Purpose of this Policy

The purpose of this Charter is to specify the authority delegated to the Nominations Committee (**Committee**) by the Board and to set out the membership, operation, role and responsibilities of the Committee.

The Committee is established to assist and advise the Board on the Company's nomination policies and practices which enable it to attract and retain senior management (comprising the Chief Executive Officer and such other individuals as the Committee determines from time to time (**Senior Management**)) and directors, and appropriately align their interests with those of key stakeholders.

2 Membership

2.1 Composition

The Committee should to the extent practicable given the size and composition of the Board from time to time, comprise of:

- (a) at least three members;
- (b) non-executive directors; and
- (c) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).

Membership of the Committee is as approved by the Board.

While the Company will aim to have a Committee of at least the size and composition outlined above, this may not always be practicable given the size of the Board and the circumstances of the Group. Accordingly, the Board has discretion to determine the appropriate composition of the Committee from time to time.

2.2 Chairperson

The chair of the Committee (**Chairperson**) must be an independent director (and must satisfy this description if required by statute or regulation).

2.3 Secretary

The company secretary is secretary to the Committee (**Secretary**).

2.4 Appointment and Resignation

The appointment and removal of Committee members is the responsibility of the Board.

Members will be appointed for a term of three years or such shorter time as they remain in the office of Director, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria and are free from any

interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board may appoint one member of Senior Executive Management to be a member of the Committee if they deem that their expertise is crucial in adding value to the Committee.

A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.

3 Meetings

- (a) The Committee will meet at least once annually or as frequently as is required to undertake its role effectively.
- (b) A quorum for any meeting will be at least two Committee members.
- (c) Any Committee member may, and the Secretary must upon request from any member, convene a meeting of the Committee.
- (d) The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee.
- (e) The Committee may request the human resources manager to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.

4 Duties and responsibilities

4.1 The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities are:

- (a) recruitment of directors and Senior Management, including:
 - (i) undertaking appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history); and
 - (ii) ensuring the Company enters into an appropriate written agreement setting out the terms of appointment;
- (b) Board composition and performance, including:
 - (i) the appropriate size and composition of the Board;
 - (ii) developing a skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board and determining the appropriate criteria (necessary and desirable skills and experience) for appointment of new directors;
 - (iii) independence of directors;
 - (iv) having regard to the Company's Diversity Policy;

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- (v) recommendations for the appointment, composition, re-election and removal of directors;
 - (vi) recommendations for the composition of Board committees;
 - (vii) the terms and conditions of appointment to and retirement from the Board;
 - (viii) ensuring that an effective induction process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to the Company's financial statements) and review of those induction procedures;
 - (ix) regularly assessing whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
 - (x) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge;
 - (xi) the time non-executive directors are expected to devote to Company's affairs and whether directors are meeting that requirement; and
 - (xii) the evaluation of the performance of the Board, its committees, the directors and the Chief Executive Officer; and
 - (xiii) review of development and succession plans for directors and Senior Management.

4.2 Access to Information and Independent Advice

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to:

- (a) Obtain professional advice from appropriate external advisers. The Committee may meet with such external advisers, without the presence of management;
- (b) seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
- (c) meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

5 Reporting

The Committee will:

- (a) regularly report at the end of each accounting period the number of times the Committee met throughout the relevant period and attendance by Committee members at each of those meetings;
- (b) regularly report to the Board on all matters relevant to the Committee's role and responsibilities and make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
- (c) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters.

Minutes of Committee meetings will be included in the papers for the next full Board meeting.

6 Review

6.1 Charter

The Committee will review this Charter annually or as often as it considers necessary and may change this Charter (including the responsibilities of the Committee) from time to time by resolution.

6.2 Membership and performance

The Board will, at least annually, review the membership of the Committee 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.

Adopted by the Board on 12 April 2024.