



September 2020

Nomination Committee Charter

Nanosonics Limited

ABN 11 095 076 896

1. PURPOSE

The Nomination Committee is appointed by the Board to assist the Board to discharge its responsibilities in relation to:

- The composition, structure and operation of the Board and ensuring the Board is comprised of individuals who are best able to discharge their responsibilities as directors; and
- Ensuring the Company meets the requirements of the ASX Diversity Guidelines.

2. AUTHORITY

The Board authorises the Committee to:

- Seek any information it needs from any employee of the Company to assist it in the performance of its obligations; and
- Select, set the terms of reference and appoint such consultants or advisors as the Committee considers necessary at the cost of the Company.

The Committee does not have any executive powers in respect of its findings and recommendations.

3. COMPOSITION

The Committee will be composed of at least three members, a majority of whom must be both independent and non-executive directors of the Company.

The Company Secretary will act as the Secretary of the Committee unless otherwise determined by the Committee.

4. MEETINGS

The quorum required for a meeting of the Committee will be 3 members.

The Committee will meet at least once each year and at such other times as any member of the Committee shall require.

An agenda and meeting papers and appropriate briefing material will be prepared and circulated in advance to each member of the Committee.

All directors are invited to attend the meetings of the Committee. Other persons may attend a meeting of the Committee by invitation only.

The Company Secretary will take minutes of the Committee meetings. Minutes of the Committee meetings will be circulated to all members of the Committee and to the Board at its next meeting.

Other procedural matters regarding meetings of the Committee will be governed by the constitution of the Company, as applicable.

5. RESPONSIBILITIES

The responsibilities of the Committee are:

General

- Provide advice to the Board on issues and policies relating to the recruitment of directors;
- Establish procedures including for conducting an annual evaluation of the performance of; (i) the Board; (ii) individual directors (iii) the Board Committees;
- Evaluate the time required of non-executive directors to perform their duties; and
- Identify and retain such advisors and consultants in relation to recruitment issues as the Committee considers necessary.

Composition

- Establish a formal and transparent procedure for the Board to select and appoint new directors to the Board;
- Assess the necessary and desirable competencies of Board members;
- Assess the size and composition of the Board to ensure expedient decision making;
- Develop succession plans for the Board and overseeing the development of succession planning in relation to senior management;
- Ensure an appropriate mix of skills, experience, expertise and diversity is maintained;
- Assess the independence of each Director; and
- Make recommendations to the Board for the appointment and removal of directors.

Performance

- Keep apprised of the latest developments, policies and trends in relation to Board performance and appraisal matters;
- Ensure that an effective process is in place for the induction and continuing education of individual directors of the Board is in place and maintained;
- Recommend to the Board a framework for the assessment and evaluation of the performance of each Director individually, the Board as a whole and each committee of the Board; and
- Evaluate the performance of the Board and report the findings of those performance evaluations to the Board as appropriate.

Diversity

- Establish and maintain a diversity policy;
- Establish measurable objectives for achieving gender diversity; and
- Assess annually the measurable objectives and progress in achieving them.

Reporting

- Report regularly to the Board all matters relevant to the Committee's responsibilities as set out in this charter and make recommendations, as appropriate.

Evaluate performance

- The performance and achievements of the Committee is to be assessed annually by the chair of the Committee.

Review of Nomination Committee charter

- Review the Nomination Committee charter annually and discuss proposed changes with the Board.