Nominations Committee Charter

1. GENERAL

The board of the Company (**Board**) has established the Nominations Committee (**Committee**), with the powers as set out in this Charter and as delegated in accordance with rule 8.1 of the Company's constitution.

The Nominations Committee Charter will be reviewed regularly. Any proposed changes will be recommended to the Board for approval.

2. THE PURPOSE AND ROLE OF THE COMMITTEE

The purpose of the Committee is to assist the Board by making recommendations in respect of the composition, performance and effectiveness of the Board.

The Board retains ultimate responsibility for these matters.

The Committee may delegate all or a portion of its responsibilities to a subcommittee of the Committee.

3. COMPOSITION OF THE COMMITTEE

The Committee will consist of each non-executive Director.

The Chair of the Committee will be a non-executive Director and will be the Chair of the Board.

The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

The secretary of the Committee will be the Company Secretary.

4. MEETINGS OF THE COMMITTEE

The Committee will meet at times it deems necessary to fulfil its role.

The Committee may invite any person to attend all or part of a meeting of the Committee.

The quorum is three members of the Committee.

Any member may, and the Company Secretary will upon request from any member, convene a meeting of the Committee.

Notice will be given to every member of the Committee of every meeting of the Committee.

The Company Secretary will attend all Committee meetings to take minutes. All minutes of the Committee must be entered into a minute book.

5. REPORTING

Committee meeting agendas, papers and minutes will be sent to all members of the Committee.

The Chair of the Committee will, if requested by a Director, provide at a Board meeting a report on any material matters arising out of a Committee meeting.

6. AUTHORITY AND ACCESS

In carrying out its responsibilities, the Committee:

(a) will have access to the company records and any other document, report, material or information in the possession of an employee or external adviser of the Company, as reasonably necessary to perform its functions; and

(b) may invite an employee, the external auditor or any other person to attend a meeting of the Committee, including without management present for the purpose of seeking explanations and additional information from a person.

The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.

The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters set out in this Charter.

7. RESPONSIBILITIES OF THE COMMITTEE

The key responsibilities of the Committee are to:

(a) review and recommend to the Board the size and composition of the Board, including the desirable competencies of Board members in line with the Company's board skills matrix, which sets out the skills and diversity that the Board currently has and seeks to achieve in its membership;

(b) develop succession plans for the Board and oversee the development of succession planning in relation to senior management;

(c) identify individuals who are qualified to become Board members by assessing:

(i) the skills, experience, expertise and personal qualities that will best complement the effective operation of the Board;

(ii) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and

(iii) potential conflicts of interest and independence.

The identification of potential Director candidates may be assisted by use of external recruitment agencies. Offers of a Board appointment must only be made by the Chair after all Directors have been consulted, with any recommendations from the Committee having been circulated to all Directors;

(e) review and provide recommendations to the Board concerning the election or re-election of persons as Directors;

(f) facilitate an assessment of Board performance, and the performance of Board committees and individual Directors;

(g) review and make recommendations in relation to any corporate governance issues, in respect to nomination, as requested by the Board from time to time;

(i) develop and review an effective induction process.

8. LIMITATION OF RESPONSIBILITIES

The Committee's principal function is one of review, oversight and monitoring. Without limiting the Committee's duties as described in this Charter, neither the Committee, as a committee, nor any member of it by virtue of being a member, has the duty to actively seek out activities occurring within the Group that are not compliant with the Group's policies and procedures, although they have a duty to act promptly if any such activity comes to their attention.

The Committee is entitled to rely on employees of the Company or professional advisers or consultants engaged by the Committee or the Company where:

(a) there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and

(b) the reliance was made in good faith and after making an independent assessment of the information.

Revised on: 16 November 2026