



**Registered Office**  
PO Box 1486, Port Moresby NCD 121  
Papua New Guinea  
Level 1 Allotment 6, Section 58  
Sir Hubert Murray Highway  
Boroko NCD  
Papua New Guinea

Telephone: (675) 323 5966  
Facsimile: (675) 323 5990  
Website: [www.highlandspacific.com](http://www.highlandspacific.com)

**Registered Office in Australia**  
GPO Box 3086, Brisbane QLD 4001  
Australia  
Level 4, 167 Eagle Street  
Brisbane Qld 4000  
Australia

Telephone: (617) **3239 7800**  
Facsimile: (617) 3221 6727  
Email: [info@highlandspacific.com](mailto:info@highlandspacific.com)

---

## NOMINATION COMMITTEE – CHARTER POLICY

### GENERAL

This Charter sets out the specific responsibilities delegated by the Board of Directors to the Nomination Committee and the details of the manner in which the Nomination Committee will operate.

The Board of Directors, as part of its program to achieve and maintain excellent standards of corporate governance, has constituted a Nomination Committee to review the Board's membership and oversee the nomination of new Directors.

### RESPONSIBILITIES OF THE NOMINATION COMMITTEE

In order to meet its objectives as described in clause 1.2 above, the Nomination Committee must:

- assess periodically the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Group, and assessing the skills currently represented on the Board;
- regularly review and make recommendations to the Board regarding the structure, size and composition (including the balance of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole, and keeping under review the leadership needs of the Group, both executive and non-executive;
- prepare a description of the role and capabilities required for a particular appointment;
- identify suitable candidates (executive and non-executive) to fill Board vacancies as and when they arise and nominate candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment;
- ensure that, on appointment, Directors
  - shall receive a formal letter of appointment, setting out the time commitment and responsibility envisaged in the appointment including any responsibilities with respect to Board Committees or in acting in a capacity other than as a Director (eg. as Chair or as a lead independent Director);
  - have the opportunity to participate in a Group induction program to gain an understanding of:
    - the Group's financial, strategic, operational and risk management position;
    - the rights, duties and responsibilities of the Director;
    - the roles and responsibilities of senior executives; and
    - the role of Board committees.
  - specifically acknowledge to the Group, if they are non-executive Directors, that they will have sufficient time to meet what is expected of them. The acknowledgment shall be renewed prior to submitting a motion for re-election.
- identify the existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution;

- review annually the performance of the Board, its committees and Directors. The evaluation will include:
  - comparing the performance of the Board with respect to the requirements of the Board Charter and current best practice principles of corporate governance;
  - review of the individual Directors contribution to the Board;
  - the performance of the Board's committees; and
  - establishing the goals and objectives of the Board for the upcoming year.
- give full consideration to appropriate succession planning, satisfying itself that processes and plans are in place in relation to the Board.

## **ORGANISATION**

### **Membership**

- The Board of Directors will nominate the nomination committee members and the chairman of the nomination committee.
- The committee will comprise at least 3 Directors with the majority being independent non-executives.
- A quorum of any meeting will be 2 members.
- Each member should have skills and experience appropriate to the company's business.
- The secretary of the nomination committee will be the company secretary, or such other person as nominated by the board.

### **Meetings**

- Meetings will be held at least once a year.
- Special meetings may be convened as required.
- Only committee members are entitled to attend meetings. The committee may invite other people, including other Board members, to its meetings as it considers necessary.
- The secretary will circulate the agenda and supporting documentation to the nomination committee members within a reasonable time before each meeting.
- The secretary will circulate the minutes of meetings to members of the board and members of the committee.

## **AUTHORITY OF THE NOMINATION COMMITTEE**

The Board of Directors authorises the Nomination Committee within the scope of its responsibilities to:

- Seek any information it requires from Management or from any third party;
- Obtain outside legal or other independent professional advice subject to the approval of the Chairman of the Nomination Committee;
- Procure the attendance at its meetings of external parties with relevant experience and expertise.

## **CONFLICTS**

No member of the Committee will participate in a review of their own performance or re-appointment.

## **REPORTING TO THE BOARD OF DIRECTORS**

The Nomination Committee should report to the Board of Directors as necessary, but as a minimum once per year, summarising the activities of the Nomination Committee during the previous year.