



ADACEL TECHNOLOGIES LIMITED
ABN 15 079 672 281

NOMINATION COMMITTEE CHARTER

1. Introduction

- 1.1 The Nomination Committee is a committee of the Board of Directors of Adacel Technologies Limited (**Company**).
- 1.2 This charter sets out the scope of the Nomination Committee's responsibilities in relation to the Company and its controlled entities (**Group**).
- 1.3 The role of the Nomination Committee is not an executive role.

2. Objective

The objective of the Nomination Committee is to help the Board achieve its objectives to ensure the Company has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

3. Membership

In consideration of the size of the company and the Board, Directors have determined that, for the time being, the Nomination Committee will be comprised of all Directors.

The Chairman of the Nomination Committee will be the Chairman of the Board or as determined by Directors.

4. Secretary

The Company Secretary or their nominee shall act as the secretary of the committee.

5. Nominations and Board composition - responsibilities

The Nomination Committee is responsible for:

- (a) identifying and recommending to the Board, nominees for membership of the Board including the chief executive officer;
- (b) identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
- (c) developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for Board members;
- (d) ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans; and

- (e) recommending the removal of Directors;
- (f) reviewing the Company's policy in relation to gender diversity and making recommendations to the Board for amendments to those policies, as required;
- (g) making recommendations to the Board regarding measurable objectives for achieving gender diversity across the Company; and
- (h) reviewing and reporting to the Board in relation to gender diversity, and progress in achieving the measurable objectives set by the Board in relation to gender diversity.

6. Nomination and appointment of new Directors

The Nomination Committee's responsibilities in relation to nominations to the Board are:

- (a) identifying and assessing the necessary and desirable competencies and characteristics for Board members and assessing the extent to which those competencies and characteristics are represented on the Board;
- (b) assessing and identifying the skills, experience and knowledge represented on the Board and those desired and establishing processes for identifying suitable candidates for appointment to the Board to ensure an appropriate mix of expertise, experience and succession;
- (c) assessing and determining the time commitment needed from each Board member to adequately perform his or her duties;
- (d) writing a job description for any vacancies on the Board, including a description of the skills, experience and knowledge desired in a candidate;
- (e) identifying nominees for membership of the Board after making suitable inquiries of professional search and recruitment consultants and major shareholders for candidates;
- (f) recommending to the Board nominees that have the identified skills, experience, knowledge and capabilities required for the vacancy; and
- (g) recommending the removal of Directors.

7. Performance and education of Directors - responsibilities

7.1 The Nomination Committee is responsible for:

- (a) establishing processes for evaluating the performance of the Board, both collectively and individually provided however that the responsibility of reviewing the performance of the chief executive officer shall reside with the Board; and
- (b) annually evaluating the performance of the Board, both collectively and individually;

7.2 A member of the Nomination Committee must not participate in any review or assessment of their own performance.

8. Other responsibilities

The Nomination Committee is responsible for doing anything the Board considers appropriate in the context of this charter.

9. Nomination Committee meetings

- 9.1 The Nomination Committee will meet as often as it considers necessary.
- 9.2 The quorum for a Nomination Committee meeting is two Nomination Committee members.
- 9.3 Nomination Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 9.4 The Nomination Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001* (Cth).
- 9.5 The Nomination Committee may invite anyone it considers appropriate to attend Nomination Committee meetings.

10. Minutes of Nomination Committee meetings

- 10.1 The Nomination Committee must keep minutes of its meetings.
- 10.2 Minutes of each Nomination Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Nomination Committee.
- 10.3 Minutes must be distributed to all Nomination Committee members after the Nomination Committee chair has approved them.
- 10.4 Minutes, agenda and supporting papers are available to Directors upon request to the Nomination Committee secretary, except if a conflict of interest exists.

11. Reporting to the Board

The Nomination Committee chair must report the Nomination Committee's findings to the Board after each Nomination Committee meeting.

12. Access to information and independent advice

- 12.1 The Nomination Committee may seek any information it considers necessary to fulfil its responsibilities.
- 12.2 The Nomination Committee has access to management to seek explanations and information from management, at the Company's cost.
- 12.3 The Nomination Committee may seek professional advice from employees of the Group and from appropriate external advisers, at the Company's cost. The Nomination Committee may meet with external advisers without management being present.

13. Review and changes to this charter

- 13.1 The Nomination Committee will review this charter annually or as often as it considers necessary.
- 13.2 The Board may change this charter from time to time by resolution.

**This charter was first adopted in July 2008*

**The charter is reviewed annually.*

**The charter was last amended in September 2011.*