



Clime Capital Limited

NOMINATION COMMITTEE CHARTER



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The Board of Clime Capital Limited (“Company”) has established the Nomination Committee in accordance with ASX Listing Rules and the ASX Corporate Governance Principles and Recommendations.

This Charter sets out the Nomination Committee’s objective, authority, composition and structure, roles and responsibilities, reporting and administrative arrangements.

Objective

The objective of the Nomination Committee is to support and advise the Board in relation to the selection and appointment of Directors who are able to meet the needs of the Company and the ongoing evaluation and review of the performance of the Board.

Composition and Structure

The Nomination Committee must comprise of at least three members, all of whom will be Non-Executive Directors and, where possible, independent. The Chairman of the Committee will be appointed by the Board from time to time. Due to the size and structure of the Board, and considering the number of Non-Executive Directors, it will not always be practicable for the Chairman of the Committee to be both independent and someone other than the Chairman of the Board.

A quorum for any meeting will be two members of which two shall be Non-Executive Directors. The Company Secretary will attend Nomination Committee meetings and keep minutes.

Authority

Within the limits of this Charter, the Nomination Committee may make determinations about matters for which it is responsible.

Responsibilities

Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- assessing periodically the skill set required to discharge competently the Board’s duties, having regard to the nature of the Company’s activities and assessing the skills currently represented on the Board;
- regularly reviewing and making 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 Company, both executive and non-executive;
- preparing a description of the role and capabilities required for a particular appointment;
- identifying suitable candidates (executive and non-executive) to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment;
- identifying the existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution;
- giving full consideration to appropriate succession planning, satisfying itself that processes and plans are in place in relation to the Board;
- making publicly available the Committee’s Charter, explaining its role and the authority delegated to it by the Board.

Procedures

The Nomination Committee shall meet as often as it considers necessary. Any member may call a meeting of the Committee.

The Committee will make recommendations to the Board (as and when considered appropriate) with respect to its responsibilities as noted above. In discharging its duties and responsibilities, and in formulating recommendations to be made to the Board, the Committee will consult regularly with the Chairman of the Board, if that Chairman is not also a member of the Committee.

The Committee may also undertake special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at its next meeting regarding all material matters relevant to the Committee’s duties and responsibilities.



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