

## **NOMINATION COMMITTEE CHARTER**

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### **NOMINATION COMMITTEE FUNCTIONS**

The primary function of the Nomination Committee is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the following areas:

- Board nominations.
- Corporate conduct and business ethics, including ongoing compliance with laws and regulations.

This Committee is concerned with recommending Nomination policy which:

- Motivates Directors and management to pursue the long-term growth and success of the Company within an appropriate control framework.
- Demonstrates a clear relationship between key executive performance and remuneration.

Other functions include:

- Managing Board and Board Committee membership and succession planning.
- Undertaking Board, Committee and Director Performance evaluation periodically.
- Performing Board member induction, education and development.
- Overseeing compliance with the code of conduct and other best practice Nomination standards.
- The appointment and re-election of directors.

### **NOMINATION COMMITTEE COMPOSITION**

The SenterpriSYS Limited Nomination Committee is comprised of three Directors, one of whom is independent.

The Chairman of the Nomination Committee should be an independent Director and shall be selected by the Board. Mr. Dudurovic is the current Chairman of the Nomination Committee.

### **PERFORMANCE EVALUATION**

The Chairman of the Nomination Committee is responsible for evaluation of the Board and, when deemed appropriate, Board Committees and individual Directors.

A formal Board evaluation process takes place every 2 – 3 years, with the method of evaluation being determined by the Chairman. The results are then discussed by the Board in an open forum and action taken where appropriate.

The Board is responsible for evaluating the performance of key employees on an annual basis in accordance with defined performance criteria.

New directors must complete the Institute of Company Directors course with the AICD before they are appointed or conduct a refresher course if already a member.

The Board will evaluate if existing directors require any professional development in particular areas if required.

The Board evaluated their performance and were satisfied, given the performance of the company over the last 12 months.

## MINUTES

Minutes of proceedings and resolutions of committee meetings will be kept by the Secretary. Minutes will be distributed to all Committee members and the Board, after the Committee Chairman has approved the minutes. Minutes, agenda and supporting papers, will be made available to any Director upon request to the Secretary, providing no conflict of interest exists.

## Committee Members

| <b>Member</b>   | <b>Position</b> |
|-----------------|-----------------|
| Rade Dudurovic  | Chairman        |
| Lev Mizikovsky  | Member          |
| Michael Fennell | Member          |

The Board recognises that the NSX recommends the majority of the Committee are independent. The Board does not follow this recommendation.