



Nomination Committee Charter

Integral Diagnostics Limited
ACN 130 832 816

Adopted by the board on 26 October 2016
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1 Introduction

This Charter sets out the objectives, authority, operational mechanics and responsibilities of the Nomination Committee (the Committee) which is a committee of Board of Directors of Integral Diagnostics Limited (the Company).

The primary purpose of the committee is to assist the Board in fulfilling its responsibilities relating to succession issues and to ensure that the Board has the appropriate balance of skill, knowledge, experience, independence and diversity to enable it to discharge its duties effectively.

2 Membership of the Committee

The Committee should consist of:

- a) a minimum of 3 members;
- b) a majority of independent directors; and
- c) an independent director as chair.

The Board may appoint additional 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.

Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

3 Role and responsibilities

The responsibilities of the Committee are as follows:

- a) Assist the Board to develop a board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.
- b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman, having regard to the Board skills matrix and the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.
- c) Review and recommend to the Board the criteria for nomination as a director and the membership of the Board more generally, including:
 - making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in section 3.
- d) Assist the Board in relation to the performance evaluation of the Board, its Committees and individual directors and the Company Secretary.

- e) Review and make recommendations in relation to any nomination related corporate governance issues as requested by the Board from time to time.
- f) Ensure that processes are in place to support director induction and ongoing education and regularly review its effectiveness and provide appropriate professional development opportunities for directors.

4 Policy, procedure and disclosure of the selection and appointment of new directors

4.1. Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity having regard to:
 - the Board skills matrix; and
 - the existing composition of the Board;
- 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
- potential conflicts of interest, and independence.

4.2. Procedure

- (a) Detailed background information in relation to a potential candidate should be provided to all directors.
- (b) The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.
- (c) Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of external organisation as appropriate.
- (d) An offer of a Board appointment must be made by the Chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.
- (e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

4.3. Disclosure

When required, the Committee will prepare a report for the Board outlining the following details of the Board selection process:

- the process by which candidates are identified and selected, any background checks undertaken;
- the steps taken to ensure that a diverse range of candidates are considered; and
- the factors taken into account in the selection process, including whether a board skills matrix is used to identify any 'gaps' in the skills and experience of the directors on the Board.

5 Review

The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

6 Complaints Administrative matters

6.1. Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet annually and more frequently, as required.

6.2. Quorum

The quorum is at least 2 members.

6.3. Convening and notice of meeting

Any member may, and the Company Secretary must 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. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

6.4. Rights of access and authority

The Committee is to have access to adequate internal and external resources. The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

6.5. Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary (or his or her delegate) and, after approval by the Committee chair, be presented at the next Board meeting.

6.6. Reporting

It is intended that a copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee.

The Committee chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.