



TRAVIS
P A R T N E R S

Nominations Committee Charter

Camplify Holdings Limited ACN 647 333 962 (**Company**)

Nominations Committee Charter

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Nominations Committee Charter

Date

1 Purpose of this Policy

The purpose of this Charter is to specify the authority delegated to the Remuneration and Nominations Committee (**Committee**) by the Board and to set out the membership, operation, role and responsibilities of the Committee.

The Committee is established to assist and advise the Board on the Company's nomination policies and practices which enable it to attract and retain senior management (comprising the Chief Executive Officer and such other individuals as the Committee determines from time to time (**Senior Management**)) and appropriately align their interests with those of key stakeholders.

2 Membership

2.1 Composition

The Committee should to the extent practicable given the size and composition of the Board from time to time, comprise of:

- (a) at least three members;
- (b) non-executive directors; and
- (c) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).

Membership of the Committee is as approved by the Board.

2.2 Chairperson

The chair of the Committee (**Chairperson**) must be an independent director (and must satisfy this description if required by statute or regulation).

2.3 Secretary

The company secretary is secretary to the Committee (**Secretary**).

2.4 Appointment and Resignation

The appointment and removal of Committee members is the responsibility of the Board.

Members will be appointed for term of three years or such shorter time as they remain in the office of Director, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria and are free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board may appoint one member of Senior Executive Management to be a member of the Committee if they deem that their expertise is crucial in adding value to the Committee.

A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.

3 Meetings

- (a) The Committee will meet at least once annually or as frequently as is required to undertake its role effectively.
- (b) A quorum for any meeting will be at least two Committee members.
- (c) Any Committee member may, and the Secretary must upon request from any member, convene a meeting of the Committee.
- (d) The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee.
- (e) The Committee may request the human resources manager to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.

4 Duties and responsibilities

The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities are:

- (a) recruitment of directors and Senior Management, including:
 - (i) undertaking appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history); and
 - (ii) ensuring the Company enters into an appropriate written agreement setting out the terms of appointment;
- (b) Board composition and performance, including:
 - (i) the appropriate size and composition of the Board;
 - (ii) developing a skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board and determining the appropriate criteria (necessary and desirable skills and experience) for appointment of new directors;
 - (iii) independence of directors;
 - (iv) having regard to the Company's Diversity Policy;
 - (v) recommendations for the appointment, composition, re-election and removal of directors;

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- (vi) recommendations for the composition of Board committees;
 - (vii) the terms and conditions of appointment to and retirement from the Board;
 - (viii) ensuring that an effective induction process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to the Company's financial statements) and review of those induction procedures;
 - (ix) regularly assessing whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
 - (x) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge;
 - (xi) the time non-executive directors are expected to devote to Company's affairs and whether directors are meeting that requirement; and
 - (xii) the evaluation of the performance of the Board, its committees, the directors and the Chief Executive Officer; and
 - (xiii) review of development and succession plans for directors and Senior Management.

5 Reporting

The Committee will:

- (a) regularly report at the end of each accounting period the number of times the Committee met throughout the relevant period and attendance by Committee members at each of those meetings;
- (b) regularly report to the Board on all matters relevant to the Committee's role and responsibilities and make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
- (c) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters.

Minutes of Committee meetings will be included in the papers for the next full Board meeting.

6 Review

6.1 Charter

The Committee will review this Charter **annually** or as often as it considers necessary and may change this Charter (including the responsibilities of the Committee) from time to time by resolution.

6.2 Membership and performance

The Board will, at least annually, review the membership 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.

Adopted by the Board on []