

SENEX ENERGY LIMITED

ABN 50 008 942 827

NOMINATION COMMITTEE CHARTER

**Approved and adopted by the Directors on 17 July 2017
with effect from 1 July 2017**

DOCUMENT HISTORY

Approval date	Reason for change	Approved by
27 June 2012	General update	Board
11 June 2014	3 rd edition ASX Corporate Governance Principles and Recommendations	Board
17 July 2017	Convert from Rem & Nom Committee to Nomination Committee with effect from 1 July 2017	Board

1.0 Role

The role of the Nomination Committee (**Committee**) is to review and make recommendations to the Board in relation to:

- board succession planning generally;
- induction and continuing professional development programs for directors;
- the development and implementation of a process for evaluating the performance of the board, its committees and directors;
- the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- the appointment and re-election of directors; and
- ensuring there are plans in place to manage the succession of the CEO and other senior executives.

In all of its activities, the Committee aims to promote investor understanding and confidence in Senex's nomination processes by ensuring **formal** and **transparent** processes.

2.0 Responsibilities

The Committee will provide advice and make recommendations to the Board on:

- the necessary and desirable skills and experience of Board members;
- development of process for evaluation of the performance of the Board, its Committees and Directors;
- the results of background checks undertaken in relation to candidates for appointment and re-election to the Board;
- all material information obtained by or within the knowledge of the members of the Committee in relation to a person proposed to be put forward for appointment and re-election to the Board that may be relevant to a decision on whether or not to appoint or re-elect that person;
- following the conduct of background checks and disclosure of material information referred to above, appropriate candidates, for consideration and approval by the Board, for appointment and re-election to the Board;
- review of Board succession plans;
- induction and education/training of new Directors, and the continuing education/training and development of all Directors and periodically report to the Board regarding the Committee's activities in this regard;
- regular assessment of the independence of each non-executive director, at least annually, at or around the time that the board or the committee considers candidates for election to the board or determines whether any director must retire by rotation (and may offer themselves for re-election), and upon the occurrence of any change in a non-executive director's interests, positions, associations or relationships.

3.0 Composition

The Committee will be comprised solely of Non-Executive Directors, and all Non-Executive Directors will be members of the Committee unless and until the Board determines otherwise. The majority of the Committee, and its Chairman, must be independent.

4.0 Procedures

The Committee shall meet at least once each year to review and evaluate the performance of the Board, each Committee and each Director. A quorum for any meeting of the Committee will be three members.

The Committee may invite the Chief Executive or any General Manager to attend and participate in a meeting.

The Committee may seek advice or assistance from an external advisor or consultant to assist the Committee to fulfil its role.

5.0 Authority

The role of the Nomination Committee was removed from the People & Remuneration Committee Charter (which was until 1 July 2017 the Remuneration & Nomination Committee), the Nomination Committee was established and this Nomination Committee Charter was approved and adopted by the Directors on 17 July 2017 with effect from 1 July 2017.



Francis Leo Connolly
Company Secretary
Senex Energy Limited