



NOMINATION COMMITTEE CHARTER

**WHITE ENERGY COMPANY LIMITED
ACN 071 527 083**

DATED 1 JULY 2020



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NOMINATION COMMITTEE CHARTER

1 THIS CHARTER

The Nomination Committee (**Committee**) is a committee of the Board of White Energy Company Limited (Company).

This Charter sets out the role and responsibilities, composition and structure of the Committee.

The Board has delegated certain responsibilities to the Committee which will require formal reporting back to the Board. The ultimate responsibility for Nomination Policy matters rests with the Board and the Board may decide to undertake the functions of the Nomination Committee as required.

2 ROLE AND RESPONSIBILITIES

- (a) The Committee has the delegated responsibility from the Board to conduct detailed examinations of certain matters which may require the Board's approval.
- (b) The Board has the responsibility to disclose:
 - (i) the Nomination Charter and members of the Committee on the Company website; and
 - (ii) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.
- (c) The Committee is committed to being an efficient and effective mechanism to bring the transparency, focus and independent judgement needed on decisions regarding the composition of the Board.
- (d) The role of the Committee is to review and make recommendations to the Board in relation to:
 - (i) The process for the nomination and selection of directors to the Board. Procedures for the nomination and appointment of directors to the Board are governed by the Constitution, Listing Rules and the Corporations Act;
 - (ii) Board succession plans generally;
 - (iii) Induction and continuing professional development programs for directors;
 - (iv) Board renewal procedures;
 - (v) Establish a formal, rigorous and transparent process for the appointment and reappointment of directors to the Board;
 - (vi) The development and implementation of a process for evaluating the performance of the Board, its committees and directors, including annually reporting the process and whether this process was undertaken in the reporting period;



- (vii) 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;
- (viii) Ensuring an appropriate number of independent non-executive directors who can challenge management and hold them to account, and also represent the best interests of the listed entity and its security holders as a whole rather than those of individual security holders or interest groups. In determining independence, the Committee will consider and disclose Recommendation 2.3 of the Corporate Governance Principles and Recommendations regarding independent directors, including the recommendations commentary;
- (ix) Consider sufficiency of the Board's size so that the requirements of the business can be met and changes to the composition of the Board and its committees can be managed without undue disruption. However, it should not be so large as to be unwieldy;
- (x) Ensuring there are plans in place to manage the succession of the CEO and other senior executives; and
- (xi) Regularly review the time required from a non-executive director and whether directors are meeting that requirement.

3 COMPOSITION AND STRUCTURE

- (a) The Committee members are appointed, removed and/or replaced by the Board. The Board will ensure consideration is given to appropriate diversity of membership to avoid entrenching "groupthink" or other cognitive biases.
- (b) The Committee will consist of at least three directors, a majority of which are independent non executive directors (where possible).
- (c) The Chair will be the Chair of the Board, however, a separate Chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Chair.
- (d) A quorum shall be at least two directors or any greater number determined by the Board.
- (e) The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.
- (f) Board members or senior management that are not members of the Committee may be invited to attend the Committee.
- (g) Board members must inform the Committee Chair before accepting any new appointment as a director of another listed entity, any other material directorship or any other position with a significant time commitment attached.



4 FREQUENCY OF MEETINGS

The Committee shall meet at least once per annum and more frequently as required.

4.1 Access

The Committee Chairman shall have the authority to seek whatever independent, professional or other advice it requires in order for the Committee to carry out its responsibilities.

4.2 Reporting

The Committee reports to the Board and Committee meeting minutes will be provided to the Board for noting.

The Committee will ensure that the Board is provided with sufficient information to ensure informed decision making.

5 REVIEW

The Committee will review its Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

Amendments to the Charter are to be approved by the Board.

6 MATERIAL REVISIONS

Version	Approval Date	Effective Date	Details
1.0	26 August 2011	5 August 2011	Policy approved by White Energy Company Limited Board.
2.0	29 May 2020	1 July 2020	Policy approved by White Energy Company Limited Board.