XTEK LIMITED
BOARD OF DIRECTORS

CORPORATE GOVERNANCE POLICY

NOMINATION COMMITTEE POLICY

Prepared by	Reviewed by	Approved by
Laurie Gardiner	All Directors	Mark Stevens
Company Secretary	Board of Directors	Chairman of the Board
Date: 9 August 2022	Date: 24 August 2022	Date: 24 August 2022
	Reviewed at Board Meeting	

1. Introduction

1.1 The Nomination Committee is a committee of the Board of Directors of XTEK Limited (**Company**) and has established the Nomination Committee in accordance with the Company's constitution.

1.2 This charter sets out the scope of the Nomination Committee's responsibilities in relation to the Company.

1.3 The role of the Nomination Committee is not an executive role.

2. Objective

2.1 The objective of the Nomination Committee is to help the Board achieve its objective of ensuring the Company has a Board of an effective composition, size, and commitment to adequately discharge its responsibilities and duties.

3. Nominations and Board composition

3.1 The Nomination Committee is responsible for:

(a) identifying and recommending to the Board, nominees for membership of the Board, including the chief executive officer;

(b) identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;

(c) developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for Board members;

(d) ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans; and

(e) recommending the removal of Directors.

4. Policy for appointing new Directors

4.1 The Company must have a Board of sufficient size with the appropriate balance of skills and experience to meet the Company's present and future needs.

4.2 Candidates for membership of the Board will be assessed against criteria including:

(a) character and standing;

(b) promotion of shareholders' interests (including shareholder returns);

(c) familiarity with corporate governance principles and practices, including:

(i) directors' duties;

(ii) conflicts of interest;

(iii) disclosure obligations; and

(iv) share trading restrictions.

(d) leadership skills;

(e) teamwork skills, including:

(i) contribution to Board discussions and functions; and

(ii) promotion of the Board's objectives;

(f) knowledge and understanding of the Company, including the industries and the business and regulatory environments in which it operates;

(g) responsibilities of the Company to its shareholders, other stakeholders, and the wider community;

(h) effective communication skills;

(i) analysis of financial statements and managerial reports;

(j) monitoring performance against strategic goals;

(k) how the skill set of the candidate complements the skill set of the existing Board; and

(l) time, availability, and commitment.

5. Procedure for appointing new Directors

5.1 The Nomination Committee will adopt the following procedure when considering the appointment of new Directors to the Board:

(a) regularly assess and identify the necessary and desirable skills, experience, and knowledge for Board members;

(b) regularly assess and identify the skills, experience and knowledge represented on the Board and those desired;

(c) regularly assess and determine the time commitment needed from each Board member to adequately perform their duties;

(d) possess a written specification for the role;

(e) make suitable inquiries of professional executive search and recruitment consultants, and major shareholders for candidates;

(f) interview each candidate, conduct a background, and reference check;

(g) ensuring that each candidate:

(i) has the necessary skills, experience, and knowledge to perform their duties and responsibilities as a director;

(ii) is able to devote the time necessary to perform their duties and responsibilities;

(iii) is sufficiently independent in accordance with the ASX Corporate Governance Council's definition of independence materiality thresholds; and

(iv) is able to work with the other members of the Board;

(h) assembling a short list of potential nominees for submission to the Board; and

(i) ensuring that any notice of general meeting at which the appointment of a Director is to be considered is clearly and comprehensively written.

6. Performance and education of Directors

6.1 The Nomination Committee is responsible for:

(a) annually reviewing the performance of the Group Chief Executive Officer;

(b) establishing processes for evaluating the performance of the Board, both collectively and individually;

(c) annually evaluating the performance of the Board, both collectively and individually;

(d) regularly reviewing the time required from non-executive Directors to perform their functions and assessing whether they are satisfying those time requirements;

(e) establishing induction programmes for new Directors; and

(f) developing continuing education programmes for Directors.

6.2 A member of the Nomination Committee must not participate in any review or assessment of their own performance.

7. Recruitment and termination

7.1 The Nomination Committee is responsible for reviewing and recommending to the Board for adoption recruitment, retention and termination policies and practices.

8. Other responsibilities

8.1 The Nomination Committee is responsible for the performance of all tasks the Board considers appropriate in the context of this charter.

9. Human Resource and Remuneration Committee

9.1 The Nomination Committee will:

(a) refer any matter relating to remuneration policies and practices to the Human Resource (HR) and Remuneration Committee; and

(b) work closely with the HR and Remuneration Committee in exercising its powers and performing its responsibilities under this charter.

10. Nomination Committee composition

10.1 The Nomination Committee should comprise:

(a) at least two members; and

(b) a majority to be independent Directors.

10.2 The Nomination Committee will appoint a Chairperson. The Chairperson of the Nomination Committee must be the Chairperson of the Board or an independent Director.

10.3 The Company Secretary shall be the Secretary of the Nomination Committee.

10.4 The Board decides appointments, rotations and resignations within the Nomination Committee having regard to the ASX Listing Rules, the *Corporations Act 2001 (Cth)* and the Company's constitution.

10.5 A Nomination Committee member may act by their alternate.

10.6 If a Nomination Committee has not been separately constituted, the Nomination Committee will consist of all Non-Executive Directors.

11. Nomination Committee meetings

11.1 The Nomination Committee will meet as often as it considers necessary.

11.2 The quorum for a Nomination Committee meeting is two Nomination Committee members.

11.3 Nomination Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

11.4 The Nomination Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001 (Cth)*.

11.5 The Nomination Committee may invite anyone it considers appropriate to attend Nomination Committee meetings.

12. Minutes of Nomination Committee meetings

12.1 The Nomination Committee must keep minutes of its meetings.

12.2 Minutes of each Nomination Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Nomination Committee.

12.3 Minutes must be distributed to all Nomination Committee members after the Nomination Committee chairperson has approved them.

12.4 Minutes, agenda and supporting papers are available to directors upon request to the Company Secretary.

13. Reporting to the Board

13.1 The Nomination Committee Chairperson must report the Nomination Committee's findings to the Board after each Nomination Committee meeting.

14. Access to information and independent advice

14.1 The Nomination Committee may seek any information it considers necessary to fulfil its responsibilities.

14.2 The Nomination Committee has access to management to seek explanations and information from management, at the Company's cost.

14.3 The Nomination Committee may seek professional advice from employees of the Company and from appropriate external advisers, at the Company's cost. The Nomination Committee may meet with external advisers without management being present.

15. Review and changes to this charter

15.1 The Nomination Committee will review this charter annually or as often as it considers necessary.

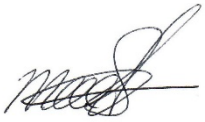
15.2 The Board may change this charter from time to time by resolution.

16. Approved and adopted

16.1 This policy was approved and adopted by the Board on 24th day of August 2022.

Date: 24th day of August 2022

Signed:



Mark Stevens
Chairman of the Board of Directors
XTEK Limited