



GUIDELINES FOR THE APPOINTMENT AND SELECTION OF DIRECTORS

1 Introduction

These guidelines are to ensure the Board consists of members with the range of skills and qualities to meet its primary responsibility for promoting the success of the Company in a way which ensures that the interests of shareholders and stakeholders are promoted and protected.

Retiring directors shall not be automatically re-appointed. Directors shall be generally appointed for a period of three years and then shall be subject to the selection and appointment procedures outlined below.

The Board shall consider the selection and re-appointment of directors and make recommendations to the Board.

These Guidelines do not apply to the managing director.

2 Procedure for the Selection and Appointment of Directors to Fill a Casual Vacancy

The procedure for the selection and appointment of a new director shall be as follows:

- (a) establish and disclose a board skill matrix to
 - (i) assess the current Board's skills and qualities
 - (ii) assess the needs of the Group's business currently and going forward
- (b) develop the selection criteria for potential Board candidates
- (c) informal discussion by the Board to generate a list of potential candidates who may fill the standard criteria
- (d) where considered necessary, use the services of an independent executive search firm to assess the appropriateness of potential candidates or to supplement a candidate list provided by directors
- (e) measure the final potential candidate(s) against the selection criteria
- (f) the Board examines the final list of candidate(s) and agrees an order of preference
- (g) undertake appropriate checks of the desired candidate(s)
- (h) the Chairperson approaches the desired candidate(s)
- (i) the candidate is appointed to the Board in accordance with clause 13.3 of the Company's Constitution.

3 Procedure for Re-appointing Directors

The procedure for re-appointing directors shall be as follows:

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- (a) establish and disclose a board skill matrix to
 - (i) assess the current Board's skills and qualities
 - (ii) assess the needs of the Group's business currently going forward
- (b) develop appropriate selection criteria for the re-appointment of directors
- (c) measure the retiring director's skills against the criteria
- (d) directors discuss and agree whether the retiring director should stand for re-election at the next annual general meeting
- (e) if recommended for re-appointment, the retiring director shall stand for re-election at the shareholder meeting in accordance with the Constitution, ASX Listing Rules and the Corporations Act. Otherwise the new director selection process commences
- (f) provide shareholders with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a director.

LAST REVIEWED: March 2018