

Nomination Committee charter

1.1 Standing rules

The standing rules for Committees¹ apply to the Nomination Committee subject to this charter.

1.2 Purpose of Nomination Committee

The Nomination Committee's role is to assist the Board and make recommendations to it about the appointment of new Directors (both executive and non-executive) and, to the extent delegated to it by the Board, other Senior Executives.

1.3 Members of Nomination Committee

- (a) The Committee comprises all Directors.
- (b) The Chairman will act as the Chairman of the Nomination Committee.
- (c) A separate Chairman should be appointed if and when the Nomination Committee is dealing with the appointment of a successor to the Chairman.

1.4 Scope of responsibility

The Nomination Committee is responsible for:

- (a) developing suitable criteria (about experience, expertise, skills, qualifications, contacts or other qualities) for Board candidates;
- (b) identifying individuals who, by virtue of their experience, expertise, skills, qualifications, contacts or other qualities, are suitable candidates for appointment to the Board or to any relevant management position;
- (c) reviewing the skills and capabilities of individual Board members and the Board as a whole and recommending measures to address any skills gap that may be identified
- (d) reviewing processes for succession planning for the Board and other Senior Executives;
- (e) recommending individuals for consideration by the Board;
- (f) recommending to the Chairman procedures for the proper supervision of the Board and management;
- (g) ensuring appropriate induction and continuing professional development programs are implemented for Directors;
- (h) ensuring that the performance of each Director is reviewed and assessed each year in accordance with procedures adopted by the Board;

¹ See State Gas Ltd Corporate Governance Charter

- (i) assisting the Remuneration Committee with its recommendations to the Board on remuneration by gender (and other Diversity benchmarks);
- (j) at the direction of the Board, implementing the recommendations of the Remuneration Committee on remuneration by gender (and other Diversity benchmarks), as part of the Nomination Committee's administration of the Diversity Policy. The Nomination Committee will report to the Board as necessary to facilitate compliance with the Diversity Policy.

1.5 Vacancies and new appointments

- (a) When a Board vacancy arises for any reason or where the Board decides a new Director is required with particular skills, the Nomination Committee must prepare a list of candidates considering:
 - (i) what may be appropriate for the Group;
 - (ii) the skills, expertise and experience required;
 - (iii) the mix of those skills, expertise and experience with those of the existing Directors; and
 - (iv) the perceived compatibility of the candidates with the Group and with the existing Directors.
- (b) Potential candidates to be appointed as Directors should then be considered by the Board, with advice from an external consultant if the Board considers this to be appropriate. Persons appointed in this manner continue in office only until the next AGM and are then eligible for election.

1.6 Powers

The Nomination Committee has an advisory role to assist the Board about the things set out in paragraphs 1.4 and 1.5. The Nomination Committee cannot commit the Board to any recommendation or decision made by it but may consult independent external experts to perform its function, and charge the costs to the Group.

1.7 Proceedings

- (a) Meetings are held at least once a year and more often as required.
- (b) Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Nomination Committee.