

RPMGlobal Holdings Limited

ACN 010 672 321

Nominations Committee Charter

Adopted by the Board on 11 April 2008

Last reviewed and amended by the Board on 29 August 2018



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Nominations Committee Charter

1. Establishment of the Committee

This document sets out the specific responsibilities delegated by the Board to the Nominations Committee of RPMGlobal Holdings Limited ACN 010 672 321 ("the Company") and provides support for the manner in which the Committee will operate.

Notwithstanding the formation of a Nominations Committee, the Board may declare that the functions of this Committee can instead be carried out by the entire Board where in the Board's view the entire Board brings the appropriate mix of skills and experience to satisfy the responsibilities under this Charter.

2. Objectives and Purpose

The primary objective of the Nominations Committee is to assist the Board to discharge its responsibilities with regard to the following areas:

- overseeing the composition of the Board and competencies of Board members;
- providing recommendations of appointment and evaluation of the Managing Director;
- ensuring that appropriate procedures exist to assess the performance levels of the Chairman, Non-executive Directors, Executive Directors; and
- developing succession plans for the Board and overseeing development by management of succession planning for senior executives.

3. Committee's Responsibilities

The Committee's responsibilities include recommendations to the Board about:

- a) the necessary and desirable competencies of Directors;
- b) review of Board succession planning for the Company;
- c) the selection, appointment and re-election of directors, including attending to the following matters:
 - i. periodically assessing the appropriate mix of skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - ii. considering Board renewal and the length of service of individual directors when considering succession planning; and
 - iii. ensuring that the Board is of the size and composition that is conducive to making appropriate decisions
- d) establishing processes for the evaluation of the performance of the Board, its committees and Directors.

4. Structure of Committee Membership

The structure of the Committee is as follows:

- a) the Committee shall be appointed by the Board and comprise not less than three directors or such number as determined by the Board;
- b) a majority of members of the Committee must, as far as possible, be independent non-executive directors;
- c) the current members are the entire Board; and
- d) the Committee must be chaired by an independent director.

5. Expertise of Committee Membership

Committee members, where possible, must:

- a) have a sound knowledge of the Company's businesses, organisation structure and related policies and practices; and
- b) have an appropriate understanding of corporate governance matters particularly in relation to Board and Director responsibilities and ASX Corporate Governance Principles and Recommendations.

6. Company Secretary

The Company Secretary or his nominee will act as Secretary to the Committee, unless otherwise determined by the Committee.

7. Liaison

The Executive General Manager – Human Resources will be the principal liaison between executive management and the Committee on Nominations matters and will normally be invited to attend meetings.

8. Proceedings

8.1. Frequency:

- a) The Committee will meet as frequently as required.
- b) The Secretary to the Committee or any member may call a meeting of the Committee.

8.2. Attendance:

- a) Members of the Board, Company management or independent consultants may attend all or part of each meeting at the invitation of the Chairman, voting at Committee meetings being restricted to Committee members.
- b) The Executive General Manager – Human Resources will normally be invited to attend meetings.

8.3. Quorum

A quorum for a meeting shall be a minimum of 2 Committee members, 1 of which is an independent non-executive director Committee member. All meetings shall be conducted subject to an agenda circulated by the Chair or his nominee and incorporating any matters raised by other members of the Nominations Committee or referred by the Board.

8.4. Chair

In the absence of the Chairman, the remaining members will elect one of their number as Chair of the meeting.

8.5. Minutes

The Secretary shall maintain minutes of all meetings of the Nominations Committee. The minutes shall be signed by the Chairman.

8.6. Non-Consensus

Where the Committee is unable to reach consensus on a matter, the Chairman of the Committee will report this to the Chairman of the Board. The Chairman of the Board will determine whether it is appropriate that the matter be resolved by the Board or by obtaining independent advice.

9. Authorities

9.1. Access

The Committee has unrestricted access to executive management, all employees and all company records and to financial and legal advisers.

9.2. Independent Advice

The Committee, or any individual member, with the approval of the Chairman of the Board, is entitled to obtain independent professional or other advice at the expense of the Company where they consider it necessary to carry out their duties.

10. Reporting

10.1. Board of Directors

The Chairman of the Nominations Committee shall report to the Board subsequent to each Committee meeting, matters to be discussed will generally cover:

- a) minutes and formal resolutions; and
- b) other key activities and major issues of which the Board should be informed.

10.2. Annual General Meeting and Annual Report

- a) The Chairman or his nominee must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.
- b) The process for evaluation of the performance of senior executives and board members will be disclosed in the annual report.
- c) The Nominations Committee is responsible for review and approval of disclosures in the Company's annual report regarding the Committee, its activities and performance.

11. Terms of Reference Review

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board, at a meeting to be decided each calendar year. It must recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of reference.

12. Privacy

The Committee recognises that all personal information provided to members is subject to the applicable privacy legislation.

13. Review

The Board reviews the terms of this Charter periodically to ensure that it remains up-to-date and in the best interests of the Company. This Charter was last reviewed and approved by the Board on 29 August 2018.