

# Nomination Committee Charter

## 1. PURPOSE OF THE CHARTER

- 1.1 The Nomination Committee ('Committee') is a committee of the Board of Directors of SAI Global Limited Board ('SAI Board').
- 1.2 This Charter sets out the role and responsibilities, composition and structure of the Committee.
- 1.3 The SAI Board has delegated certain responsibilities to the Committee which will require formal reporting back to the SAI Board. The ultimate responsibility of Nomination Policy matters rests with the SAI Board.

## 2. ROLE & RESPONSIBILITIES

- 2.1 The Committee has the delegated responsibility from the SAI Board to conduct detailed examination of certain matters which may require the SAI Board's approval.
- 2.2 The Committee is responsible for reviewing the following nomination matters:
  - a) process for the nomination and selection of non-executive directors to the SAI Board\*;
  - b) succession plans for SAI Board non-executive directors;
  - c) induction programs for SAI non-executive directors;
  - d) assess the requirements for non-executive directors and set a transparent process to review whether they are meeting those requirements;
  - e) establish and evaluate the necessary and desirable competencies of the SAI Board and SAI Board Committees; and
  - f) establish and monitor strategies on gender diversity for the SAI Board as they relate to the SAI Board and its Committees.

\*Procedures for the nomination and appointment of non-executive directors to the SAI Board are governed by the SAI Global Limited Constitution, ASX Listing Rules and the Corporations Act.

## 3. COMPOSITION & STRUCTURE

- 3.1 The Committee members are appointed, removed and/or replaced by the SAI Board. Appointments are for twelve month terms or as otherwise determined by the SAI Board.
- 3.2 The Committee will consist of all non-executive directors of the SAI Global Board, and will be chaired the Chairman (or Deputy Chairman, where there is an Executive Chairman) of the SAI Global Board.
- 3.3 A quorum shall be at least two members or any greater number determined by the SAI Board.

3.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the SAI Board.

#### **4. FREQUENCY OF MEETINGS**

4.1 The Committee shall meet at least two times per annum and more frequently as required.

#### **5. ATTENDANCE AT MEETINGS**

5.1 SAI executive directors or senior management may be invited to attend meetings of the Committee.

5.2 The Chief Executive Officer and the Group Director Human Resources may attend Committee meetings.

#### **6. ACCESS AND ADVISERS**

6.1 The Committee shall have direct access to SAI senior management.

6.2 The Committee Chair shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

#### **7. REPORTING**

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

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

#### **8. REVIEW**

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

8.2 Amendments to the Charter, other than updates for SAI branding or position titles, are to be approved by the SAI Board.

#### **9. PUBLICATION**

9.1 A copy of this Charter is available at [www.saiglobal.com](http://www.saiglobal.com)