

Skellerup Holdings Limited
("Skellerup" or "the Company")
Nomination Committee Charter

1. Constitution

1.1 The Board Nomination Committee (*the Committee*) shall be a Committee established by the Board.

2. Objectives

2.1 The Committee's objectives are to:

- regularly review and, when appropriate, recommend changes to the composition of the Board to ensure that the Company has, and maintains, the right composition of Directors to effectively govern and provide guidance to the business; and
- identify and recommend to the Board individuals for nomination as members of the Board and its Committees (taking into account such factors as it deems appropriate, including experience, qualifications, judgement and the ability to work with other Directors).

3. Membership

3.1 Members of the Committee shall comprise members of the Board appointed by the Board.

3.2 The Committee shall have a minimum of two members. All members of the Committee shall be non-executive directors.

3.3 The Board shall appoint the Chairperson of the Committee.

3.4 The appointment and removal of Committee members shall be the responsibility of the Board.

3.5 The Company shall identify the members of the Committee in its Annual Report.

4. Quorum

4.1 A quorum for the Committee shall be two members of the Committee.

5. Procedure

5.1 The Committee shall meet as required.

5.2 The Committee may have in attendance the Chief Executive Officer and such other persons as it may deem necessary to provide appropriate information and explanations.

5.3 All Directors may attend each meeting by standing invitation.

5.4 From time to time the Chairperson of the Committee shall be entitled to request that the Committee meet without the presence of a particular Director.

5.5 From time to time the Chairperson of the Committee shall be entitled to call information meetings to discuss draft proposals.

5.6 The Committee shall ensure that minutes are kept of all Committee meetings.

6. Responsibilities and Duties

6.1 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated. The Board has delegated certain of its functions to the Committee, which is responsible for:

- making recommendations to the Board as to its size;

- from time to time, as required, reviewing the composition of the Board to ensure that the Company has access to the most appropriate balance of skills, qualifications, experience and background to effectively govern the Company;
- regularly reviewing the criteria for the selection of Directors and recommending to the Board any necessary alterations;
- in the event of any vacancies on the Board, including any casual vacancy, considering any person(s) nominated, either by Directors or shareholders, and making recommendations to the Board in respect of such nominations;
- establishing and implementing a programme to regularly assess Board performance
- recommending appropriate candidates to the Board based on the criteria and recommending the removal of a particular Director from the Board;
- ensuring that potential candidates understand the role of the Board and the time commitment involved when acting as a member of the Board;
- making an initial assessment for confirmation by the Board as to the independence of any proposed new directors (having regard to the requirements of the NZX Listing Rules and the factors set out in the NZX Corporate Governance Code; and
- overseeing the evaluation of the Board and reviewing Board succession planning.

7. Members' Power and Authority

- 7.1 The Committee may delegate any of its responsibilities to the Chairperson of the Committee from time to time and on such conditions as the Committee considers appropriate.
- 7.2 The Committee is authorised by the Board to investigate any activity covered by its roles.
- 7.3 The Committee members may communicate with any Company employee to seek any information they require in order for the Committee to carry out its role.
- 7.4 The Committee and each member of the Committee shall have the authority of the Board to:
 - retain, terminate and consult with outside or other independent external advisers and experts at the Company's expense;
 - secure the attendance at meetings of outsiders with relevant experience and expertise,

8. Accountability to the Board

- 8.1 The Board reviews annually the Committee's performance against this Charter.
- 8.2 The Board reviews annually this Committee Charter.

Reviewed by the Board on 18 August 2021