

# Nominations Committee Charter

## 1 Purpose

The purpose of the Committee is to ensure that the Board and its Committees are structured appropriately and composed of suitably qualified individuals to support the Board's effectiveness in discharging its duties and responsibilities and adding value through good governance.

While directors are elected by shareholders, the Committee has an important role to identify people with the necessary skills, experience, knowledge, diversity, and perspectives for selection as candidates for shareholder vote.

## 2 Organisation and Membership

- > The Committee is a Board committee.
- > The Committee comprises a minimum of three members and is chaired by the Board Chair.
- > The majority of Committee members are independent directors.
- > The quorum is a majority of Committee members and will include the Board Chair.
- > The Board approves all appointments to the Committee.
- > The Committee appoints a secretary who will be the Company Secretary or other Mercury employee as nominated by the Committee.
- > The Committee meets as required, at least once annually.

## 3 Committee Authority and Responsibilities

The Nominations Committee will:

### Director appointment and induction

- > provide assurance that the Board has the effective composition, necessary and desirable skills, experience, knowledge, diversity and perspectives, and appropriate size to discharge its responsibilities and duties in accordance with the law, high standards of governance and Mercury's strategic objectives;
- > if there is a vacancy, or future vacancy:
  - identify and recommend individuals qualified to become directors, to ensure continued effective Board composition and consistent with criteria approved by the Board; and
  - review nominations from shareholders and provide recommendations in respect of those nominations to the Board for the next annual meeting of shareholders,

in each case, ensuring that appropriate checks are undertaken before recommending that an individual be appointed as director;

- > have the authority to:
  - retain any search firm to identify director candidates; and
  - obtain advice and assistance from internal or external legal, accounting, or other advisors;
- > in consultation with the Board, undertake an interview and recommendation process in respect of any candidate and provide key information to shareholders to assist them to decide whether to elect or re-elect the candidate;
- > assist the Board to provide a programme for the effective induction of new directors, including providing them with industry knowledge and with information on Mercury's financial, strategic, and operational positions, the values of Mercury and its corporate governance structure;
- > ensure letters of appointment are in place for all new directors, clearly setting out the expectations of new directors;

### **Review and assessment**

- > develop and maintain a record and assessment of the skills, experience, and knowledge of directors;
- > develop and recommend to the Board for its approval an annual evaluation process of the Board and its committees that is consistent with the skills, experience, knowledge, and diversity identified as necessary for the Board to discharge its duties and responsibilities;
- > review and recommend to the Board appropriate director remuneration, including seeking benchmarking before recommendations are made (noting changes to aggregate remuneration require shareholder approval);
- > present proposals relating to director remuneration to the annual shareholders' meeting, together with supporting material for consideration and approval, as required;
- > ensure that adequate succession plans are in place to ensure the continued effective composition, necessary and desirable skills, experience, knowledge, diversity and perspective, and appropriate size of the Board;

### **Training and development**

- > consider and report to the Board on appropriate induction and continuing education for directors to provide opportunities for the Board to maintain and develop the skills, experience, knowledge, and diversity needed to perform its role effectively and in accordance with the law, high standards of governance and Mercury's strategic objectives;

### **General**

- > undertake other matters as may be delegated by the Board.

## **4 Approval and Review of Charter**

This Charter has been approved by the Committee and the Board and is reviewed as required, at least every two years, to ensure the Charter remains consistent with the Committee's objectives and responsibilities.

