
Nomination Committee Charter

Jack-In Group Limited

1 Introduction

- 1.1 The Nomination Committee (*Committee*) has been established as a committee of the board of directors (*Board*) of Jack-In Group Limited ARBN 160 966 585 (*Company*).
- 1.2 This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee.

2 Role and objectives

- 2.1 The Committee's role and objectives are to:
- (a) support and advise the Board in fulfilling its responsibilities to shareholders and employees of the Company and its subsidiaries (*Group*), by endeavouring to ensure that the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Group as determined by the Board;
 - (b) review and advise the Board on the composition of the Board and its committees and the necessary and desirable competencies of Board members;
 - (c) induction and continuing professional development programs for directors;
 - (d) ensuring that the proper process for recruiting a new director, including evaluation the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
 - (e) develop a process for the evaluation of the performance of the Board, its committees and individual executive and non-executive directors;
 - (f) ensure that proper succession plans are in place for consideration by the Board, including assessing key-man risk; and
 - (g) advise the Board on governance standards and appropriate corporate governance policies for the Company.

3 Nomination responsibilities

- 3.1 In relation to its nomination function, the Committee will:
- (a) develop processes for the evaluation of the performance of the Board, its Committees and individual executive and non-executive directors and regularly review those processes;
 - (b) establish criteria for Board membership;
 - (c) review the size and composition of the Board;

- (d) periodically assess the skills, experience and expertise required to discharge the Board's duties, having regard to the strategic direction of the Company, and make recommendations to the Board about the necessary and desirable competencies of directors, the time expected to be devoted by non-executive directors in relation to the Group's affairs, and plans for enhancing director competencies;
- (e) propose candidates for directorships for consideration by the Board having regard to the desired composition as stated in the Board Charter;
- (f) inform the Board of the names of directors who are retiring or resigning in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination or the resignation of that director. In order to make these recommendations, the Committee will review the retiring or resigning director's performance during the period in which the director has been a member of the Board;
- (g) establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board, including information and advice regarding:
 - (i) the Group financial, strategic, operational and risk management position;
 - (ii) the rights, duties and responsibilities of the directors;
 - (iii) the roles and responsibilities of senior executives; and
 - (iv) the role of Board committees;
- (h) identify any specific responsibilities of individual Board members, including the Chairman of the Board;
- (i) review succession planning for Board members and provide advice to the Board on whether succession plans are in place to maintain an appropriate balance of skills, experience and expertise on the Board;
- (j) Establishing an induction and continuing professional development and training programs where necessary to ensure that the directors are not lacked in necessary skills to conduct its duty as a director; and
- (k) review the membership and performance of other Board Committees and make recommendations to the Board.

4 Corporate governance responsibilities

4.1 In relation to its corporate governance function, the Committee will:

- (a) review developments in corporate governance in Australia and internationally that may be relevant to the Company and to the expectations of the investor market and other stakeholders;
- (b) monitor the corporate governance requirements of regulators, including the Australian Securities & Investments Commission, the ASX and ASX Corporate Governance Council;
- (c) review ethical guidelines and standards for directors and where necessary proposed to the Board the appropriate training or seminar that commensurate with such guidelines and standards ;
- (d) advise the Board on corporate governance standards, and on the adoption or amendment of corporate governance policies that would be appropriate for the Company;
- (e) review annually the Company's compliance with its corporate governance policies and procedures, and report to the Board on the results of the review together with any recommendations of the Committee; and
- (f) assist the Board to prepare the Company's corporate governance disclosure statements in its Annual Report.

5 Composition

5.1 The Committee will comprise a minimum of 3 members, at least half of whom should be independent non-executive directors.

5.2 If the Chairman of the Board is an independent non-executive director, the Chairman of the Board will be the Chairman of the Committee.

5.3 Otherwise, the Board will nominate the Chairman of the Committee from time to time. The Chairman of the Committee must be an independent non-executive director.

6 Procedural requirements

6.1 The Committee will meet as required but not less than twice a year.

6.2 A quorum of the Committee will comprise 2 members, one of whom must be the Chairman or, in the absence of the Chairman, another independent director. If a member cannot be present for discussions or a vote due to procedural requirements in this clause, the remaining member or members may constitute a quorum even if there is only one remaining.

6.3 If the Chairman is absent from a meeting and no acting Chairman has been appointed, the members present may choose one of them to act as Chairman for that meeting provided a quorum is present.

6.4 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

- 6.5 Each member of the Committee will have one vote.
 - 6.6 The Chairman will not have a casting vote. If there is a tied vote, the motion will lapse.
 - 6.7 A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, their election, re-election, or removal.
 - 6.8 Any member of the Committee may, with the Chairman's prior approval, invite any non-member to attend and participate in a meeting of the Committee. Any such invitee will not have any vote.
 - 6.9 Following each meeting the Chairman will report to the Board on any matter that should be brought to the Board's attention, and on any recommendation of the Committee that requires Board approval or action.
 - 6.10 Minutes of meetings of the Committee will be prepared for approval by the Committee and circulated to the members of the Board.
 - 6.11 The Company Secretary will provide such assistance as may be required by the Chairman in relation to preparation of the agenda, minutes or papers for the Committee.
 - 6.12 The Committee may have access to such internal resources, and seek such advice from any external advisers, consultants or specialists, as it may consider necessary or desirable to fulfil its objectives.
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7 Annual review

- 7.1 The Committee will prepare and provide to the Board annually:
 - (a) a self-evaluation of its performance against its Charter, goals and objectives;
 - (b) recommended goals and objectives for the coming year; and
 - (c) recommended changes or improvements to its Charter if necessary.
 - 7.2 The annual review may be done by way of an oral report to the Board by the Chairman of the Committee.
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8 Revisions of this Charter

- 8.1 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee and to make recommendations to the Board of any amendments.
- 8.2 Any amendment to this Charter must be approved by the Board.