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**Board Nomination Committee Charter**  
**Vita Life Sciences Limited**  
("VLS")  
ABN 35 003 190 421

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# Board Nomination Committee Charter

## Vita Life Sciences Limited

### Introduction

#### 1. SUMMARY

1.1 The Nomination Committee ("Committee") shall be a committee of the Board of directors of the Company ("Board") established by the Board.

1.2 This charter shall be available publicly on VLS's website:  
[www.vitalifesciences.com.au](http://www.vitalifesciences.com.au)

#### 2. OBJECTIVES

2.1 The objectives of the Committee are to:

- assist the Board in planning the Board's composition and that of its committees;
- review the performance of the Board, the Chairman, the executive and non-executive directors and other individual members of the Board;
- evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence;
- develop succession plans for the Board; and
- make recommendations to the Board accordingly

#### 3. MEMBERSHIP

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

3.2 The number of members of the Committee shall be not less than two directors and a majority of whom, where practicable, shall be independent directors.

3.3 The Board shall appoint a Chairman from among the independent non-executive members of the Committee.

#### 4. SECRETARIAL

4.1 The secretary of the Committee shall be appointed by the Committee. A quorum of members of the Committee shall be no less than two.

4.2 All directors who are non-members of the Committee are entitled, if invited by the Committee, to attend meetings of the Committee.

4.3 Reasonable notice of meetings and the business to be conducted shall be given

to the members of the Committee and any other person invited by the Committee to attend.

- 4.4 Meetings shall be held not less than once per year having regard to the occurrence of Board vacancies, actual or anticipated. Any member of the Committee may request a meeting at any time if they consider it necessary.
- 4.5 If the Chairman is absent from a meeting and no acting chairman has been appointed, the Committee members present may choose one of them to act as chairman for that meeting.
- 4.6 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.
- 4.7 Minutes of all meetings shall be kept. Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.
- 4.8 A member of the Committee will not participate in the review of their own performance.
- 4.9 A member of the Committee must not be present for discussions at a Committee meeting on a matter regarding his or her election, re-election, or removal.
- 4.10 The Committee must be provided with such resources as it considers necessary or desirable to fulfil its objectives.
- 4.11 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.

## **5. RESPONSIBILITIES**

- 5.1 The responsibilities of the Committee are as follows:
  - to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter;
  - more specifically, to make recommendations to the Board with respect to:
    - the re-appointment of any non-executive director at the conclusion of their specified term of office;
    - the re-election by shareholders of any director under the retirement by rotation provisions in the Company's constitution;
    - the degree of independence of any director;
    - any other matters relating to the continuation in office of any director at any time; and
    - before recommending an appointment to the Board, to evaluate the balance of skills, knowledge and experience on the Board and, in light of the evaluation, to determine the role and capabilities required

for the appointment.

- to provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any));
- to inform the Board of the names of directors who are retiring 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 of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
- to formulate and review succession plans for both non-executive and executive directors and other senior management of the Company, taking into account the challenges and opportunities facing the Company and the skills, experience, diversity and expertise accordingly required on the Board in the future;
- to develop and review a formal transparent process for selection, appointment and re-appointment of directors;
- to regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board regarding any changes to ensure a diverse range of candidates are selected and any gaps in the skill or experience of the board are identified;
- to establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
- to propose measurable objectives to assist the Company to achieve gender diversity for adoption by the Board, annually review the Company's progress in meeting each objective and report to the Board on the effectiveness of the objectives and the Company's progress;
- to 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;
- to require non-executive directors to inform both the Chairman of the Company and the Chairman of the Committee before accepting any new directorships;
- to identify any specific responsibilities of individual Board members, including the Company's Chairman;
- to critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;

- to create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and
- to consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board.

## **6. AUTHORITIES**

- 6.1 The Committee will make recommendations to the Board on all matters requiring a decision by the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- 6.2 The Committee is authorised by the Board, at the expense of the Company, to seek professional advice or consult with such outside services including the Institute of Directors Board Appointment Service, executive search consultants and other outside sources of information and advice, as it considers necessary for carrying out its responsibilities.

## **7. REVIEW OF THE COMMITTEE**

- 7.1 The Committee will undertake an annual self-review of its performance against its Charter, its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Board and any other person the Board considers appropriate.
- 7.2 The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders, will periodically:
- obtain feedback from the Board on the Committee's performance and implement any agreed actions; and
  - provide any information the Board may request to facilitate its review of the Committee's performance.

## **8. REPORTING PROCEDURES**

- 8.1 After each meeting the Chairman will report the Committee's recommendations and findings to the Board.

## **9. REVISIONS TO THE CHARTER**

- 9.1 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.