



NOMINATION COMMITTEE CHARTER

DGR GLOBAL LIMITED

ACN 052 354 837

1. Committee Members

The Board has established a Nomination Committee. The Nomination Committee is to consist of the following:

- If the Company has three or more Non-Executive Directors, only Non-Executive Directors;
- A majority of Independent Directors;
- An Independent Chairperson; and
- Three members - where there are not three or more Non-Executive Directors of the Company, the Board may appoint Executive Directors to the Committee.

The members of the Remuneration Committee are:

- Vincent Mascolo - Non-Executive Director (as Chair);
- William Stubbs - Non-Executive Director; and
- Brian Moller - Non-Executive Director.

Membership of the Committee will be disclosed in the Annual Report.

2. Purpose

The Nomination Committee Charter (the Charter) sets out the role, responsibilities, composition, authority and membership requirements of the Nomination Committee of the Company. The Charter is available from the Company's website under Corporate Governance.

3. Definition and Objectives of the Committee

- The Nomination Committee (Committee) is a Committee of the Board.
- The Committee is responsible for assisting the Board in relation to the appointment of members to the Board and of Management (including, without limitation, the chief executive officer, chief financial officer (to the extent that the Company has or requires such positions), and for the review of the performance of such persons.
- The Committee shall discharge its responsibility by:
 - (1) developing criteria for seeking and reviewing candidates for a position on the Board, including by implementing processes to assess the necessary and desirable skill sets of the Board members including experience, expertise, skills and performance of the Board and the Committees;
 - (2) identifying suitable candidates for appointment to the Board or senior management positions from diverse backgrounds;
 - (3) reviewing appropriate applications for positions of the Board and recommending individuals for consideration by the Board;
 - (4) recommending procedures, including but not limited to strategies to address the Board Diversity and increasing the proportion of women in the Company, for adoption by the Board for the proper oversight of the Board and senior management;
 - (5) ensuring that such procedures, once adopted, are implemented such that the performance of each member of the Board and of senior management is reviewed and assessed each year in accordance with the procedures;
 - (6) Annual review the composition of each Committee and present recommendations for Committee memberships to the Board.
- Membership of the Committee will be disclosed in the Annual Report.

4. Reporting

- Proceedings of all meetings are minuted and signed by the Chairperson.
- The Committee, through its Chairperson, reports to the Board at the earliest possible Board Meeting after each Committee Meeting. Minutes of all Committee meetings are circulated to Board Directors. The report should include but is not limited to:
 - (1) the minutes of the Committee and any formal resolutions;
 - (2) procedures for, and factors taken into account in, the selection and appointment of proposed Board and senior management representatives and for the monitoring of the performance of Board and senior managers including whether the company has developed any board skills matrix to identify any 'gap' in the skills and experience of the directors on the board and whether any professional intermediaries are used to identify and/or assess candidates;
 - (3) the steps taken to ensure that a diverse range of candidates is considered;
 - (4) recommendation for the appointment or removal of a Board member or senior manager;
 - (5) any determination by the Committee relating to the independence of a proposed Board member;
 - (6) assessment of the performance of any Board member or senior manager;
 - (7) any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action; and
 - (8) at least annually, a review of the formal written Charter and its continuing adequacy, and an evaluation of the extent to which the Committee has met the requirements of the Charter.
- In addition, the Chairperson of the Committee must submit an annual report to the Board (at the Board meeting at which the year-end financial statements are approved) summarising the Committee's activities during the year. The report (and where appropriate, any interim report) must include:
 - (1) a summary of the Committee's main authority, responsibilities and duties;
 - (2) details of the mix of skills and diversity for which the board of directors is looking to achieve in membership of the board;
 - (3) biographical details of the Committee's members, including expertise, appointment, dates and terms of appointment;
 - (4) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member;
 - (5) explanation of any departures from best practice Recommendations 2.1, 2.2, 2.3, 2.4, 2.5 or 2.6 of the Corporate Governance Principles and Recommendations;
 - (6) details of the policies introduced to address board and employee Diversity, including but not limited to strategies to increase the proportion of women at all levels of the Company;
 - (7) the measurable objectives that are, or will be, set by the board to achieve gender diversity in accordance with the Diversity Policy and progress towards achieving them;
 - (8) details of the proportion of women employees in the whole organisation, women in senior executive positions and women on the board;
 - (9) details of any change to the Independent status of each member during the relevant period, if applicable; and
 - (10) details of any determination or recommendations made by the Committee in performing its functions under item 3.

5. Meetings

Despite the Standing Rules, there is no requirement that the Nomination Committee meet a set number of times or intervals during a year. Rather, the Committee will meet at such intervals as required to fulfil its obligations.

6. Attendance at Meetings

- Other Directors (executive and non-executive) have a right of attendance at meetings. However, no Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director is being investigated or discussed.
- Notwithstanding the above item, if in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested Director, the Committee may invite that Director to address the Committee. The Committee will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.

7. Access

The Committee shall have unlimited access to the external and internal auditors, and to senior management of the Company and any subsidiary. The Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.

The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Committee consulting an independent

8. Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.