

Nomination Committee Charter

Risk and Assurance

Monadelphous Group Limited

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i. Company Definition

This document applies to all sites, employees and activities of Monadelphous Group Limited (herein referred to as The Company).

1. Purpose

The Board of Directors of Monadelphous Group Limited (“the Board”) has established a Nomination Committee (“the Committee”) within the terms of the Board Charter. The Committee will assist the Board in the effective discharge of its responsibilities, by ensuring that the Board has an appropriate composition, size, skills and comprises of individuals who are committed and best able to discharge the responsibilities of directors, having regard to the law and the applicable standards of corporate governance.

2. Role

The role of the Committee shall include:

- the review of the structure and operation of the Board, having regard to all governing legislation and the applicable standards of corporate governance and where necessary, recommend changes to the Board in relation to its structure, size and operation.
- maintaining and disclosing a board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve. The board skills matrix shall be reviewed regularly to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company.
- the regular review (at least annually) of the qualifications, skills, competencies, experience, independence and diversity represented on the Board (in conjunction with the board skills matrix), including in relation to knowledge and familiarity with the Company and its operating environment, to ensure it collectively has the skills to understand and deal with existing and emerging issues, to discharge its duties effectively and efficiently, and to add value. Where gaps are identified, the Committee shall consider what training, development, recruitment or use of experts is required.
- reviewing and making recommendations in relation to Board succession planning.
- ensuring there are plans in place to manage the succession of the Chief Executive Officer / Managing Director and other senior executives.
- reviewing and making recommendations in relation to induction and continuing professional development programs for directors.
- at the request of the Board, conducting a selection process identifying suitable candidates for appointment to the Board. The selection process shall include evaluating the balance of skills, qualifications, knowledge, competencies, experience, independence and diversity on the Board, and include appropriate checks as to the candidate’s character, experience, education, criminal record and bankruptcy history. In light of this evaluation, the Committee will recommend the selected candidate to the Board for appointment.
- reviewing and making recommendations in relation to the re-election of directors.
- the review of other Board Committees and where necessary, making recommendations to the Board to change the structure, size and operation of these committees.
- ensuring that there is a process for regularly reviewing, at least annually, the performance of the Board, its committees, directors and senior executives, and that any issues that emerge from those reviews are addressed, such as the currency of a director’s knowledge and skills.
- reviewing the time required from a non-executive director and ensuring directors are meeting those requirements.

The Committee shall have no executive powers, unless formally delegated with specific powers, by resolution of the Board.

3. Structure

The Committee shall be structured in accordance with the Board Charter and shall consist of at least three members, a majority of whom are independent directors.

The Committee shall be chaired by the Chair of the Board.

The Board may determine the appointment of any member of the Committee at any time.

The Committee may invite other parties to attend meetings as deemed appropriate.

The Company Secretary shall act as secretary for all meetings of the Committee.

4. Meetings

The Committee shall meet at least annually, and shall hold additional meetings as it deems necessary. At a meeting of the Committee, the number of directors whose presence is necessary to constitute a quorum shall be two.

Any member of the Committee may request the Chair to convene a meeting of the Committee at any time. That request shall be in writing and include an outline of the purpose for that meeting.

The Chair shall convene a meeting for a date no later than 21 days after receipt of that request.

The Company Secretary, in conjunction with the Chair, will be responsible for developing and issuing the agenda, supported by explanatory documentation to the Committee members prior to the meeting.

Decisions will be determined by a majority vote, with the Chair having the responsibility for reporting dissenting votes to the Board. The Chair will have the casting vote in the event that there is not a clear majority.

5. Access to Information and Independent Advice

The Committee members have the authority to seek any information they reasonably require from any employee of the Group, as considered necessary to discharge their responsibilities as Committee members, and all employees must comply with such requests.

The Committee members may take such independent legal, financial and other advice as they consider necessary. The cost of the advice shall be borne by the Company, subject to the prior approval of the Chair of the Board.

6. Reports to the Board

The Committee shall keep the Board informed of its activities through the minutes of all its meetings and the Chair of the Committee will formally advise the Board of any matters or recommendations requiring attention by the Board.

7. Self Assessment

The Committee shall assess its effectiveness regularly, and at least annually, with a view to ensuring that its performance accords with Best Practice. The Board will determine the manner and form of the performance evaluation and it will form part of the overall Board effectiveness review.

The Committee will review this Charter annually. Any amendments to the Charter must be approved by the Board.

This Charter was approved, by way of a Resolution, in the Meeting of the Board dated 22 June 2023.



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Chair of the Board