

Nomination Committee Charter

Risk and Assurance

MGL-GOV-003

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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:

- 2.1 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.
- 2.2 the regular review (at least annually) of qualifications, skills, competencies, experience, independence and diversity represented on the Board, including in relation to knowledge and familiarity with the Company and its operating environment.
- 2.3 maintaining and disclosing a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve. Where gaps are identified, the Committee should consider what training or development is required.
- 2.4 reviewing and making recommendations in relation to Board succession planning.
- 2.5 ensuring there are plans in place to manage the succession of the Chief Executive Officer and other senior executives.
- 2.6 induction and continuing professional development programs for Directors.
- 2.7 at the request of the Board, conducting a selection process identifying suitable candidates with the required qualifications, skills, competencies and experience for appointment to the Board. The selection process should include appropriate checks as to the candidate’s character, experience, education, criminal record and bankruptcy history. The Committee will recommend the selected candidate to the Board for appointment.
- 2.8 the review of other Board Committees and where necessary, making recommendations to the Board to change the structure, size and operation of these committees.
- 2.9 ensuring that there is a process for the evaluation of the performance of the Board, its committees, directors and senior executives.
- 2.10 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 Chairman 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 Chairman 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 Chairman shall convene a meeting for a date no later than 21 days after receipt of that request.

The Company Secretary, in conjunction with the Chairman, 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 Chairman having the responsibility for reporting dissenting votes to the Board. The Chairman 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 Chairman.

6 Reports to the Board

The Committee shall keep the Board informed of its activities through the minutes of all its meetings and the Chairman 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 at least annually, with a view to ensuring that its performance accords with Best Practice. The Committee's Charter shall be reviewed annually and updated as required.>

This Charter was approved, by way of a Resolution, in the Meeting of the Board dated 19 June 2018.



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Chairman of the Board