

Nomination Committee Charter

DDH1 Limited

Table of Contents

1.	ROLE OF THE COMMITTEE AND AUTHORITY	3
2.	MEMBERSHIP	3
3.	MEETINGS.....	3
4.	DUTIES AND RESPONSIBILITIES.....	4
5.	REPORTING	4
6.	SELECTION AND APPOINTMENT PROCESS.....	5
7.	COMMITTEE PERFORMANCE	6

1. ROLE OF THE COMMITTEE AND AUTHORITY

- (a) The Nomination Committee (**Committee**) assists the board (**Board**) of DDH1 Limited (**Company**) in fulfilling its responsibilities for corporate governance and oversight of the Company's nomination policies and practices which enable it to attract and retain senior management of the Company's group (comprising the Chief Executive Officer and such other individuals as the Committee determines from time to time (**Senior Management**)) and appropriately align their interests with those of key stakeholders.
- (b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of the Company and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.
- (c) The Committee is a committee of the Board established in accordance with the Company's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2. MEMBERSHIP

- (a) The Committee should comprise of all directors.
- (b) The chair of the Committee (**Committee Chair**) should be nominated by the Board and be an independent director (and must satisfy this description if required by statute or regulation).
- (c) If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
- (d) The company secretary is secretary to the Committee. If the Company has more than one company secretary, the Board may appoint and remove a company secretary as secretary to the Committee from time to time.

3. MEETINGS

- (a) The Committee will meet as a committee outside normal board meetings at least [four] times annually or as frequently as is required to undertake its role effectively.
- (b) Any Committee member may, and the company secretary must upon request from any member, convene a meeting of the Committee.
- (c) The Committee may invite any executive or other staff member to attend all or part of a meeting of the Committee.
- (d) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
- (e) The proceedings of all meetings will be minuted by the company secretary. All minutes of the Committee are available for inspection by any director of the Board.
- (f) A quorum for any meeting will be at least two Committee members.
- (g) The Committee may request management to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.
- (h) The Committee must obtain approval from the Committee Chair before obtaining advice from external consultants.

4. DUTIES AND RESPONSIBILITIES

- (a) The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to the Company's:
- (i) recruitment of directors and Senior Management, including:
 - a. undertaking appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history) before appointing a director or Senior Manager; and
 - b. ensuring the Company enters into a written agreement setting out the appointment terms with the individual personally (except where a bona fide professional services firm is being engaged on an outsourced basis, in which case, the agreement may be with that entity);
 - (ii) Board composition and performance, including:
 - a. the appropriate size, composition and diversity of the Board;
 - b. the appropriate criteria (necessary and desirable skills and experience) for appointment of directors;
 - c. recommendations for the appointment, composition, re-election and removal of directors;
 - d. recommendations for the composition of Board committees;
 - e. the terms and conditions of appointment to and retirement from the Board;
 - f. ensuring that an effective induction process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to the Company's financial statements) and review of those induction procedures;
 - g. regularly assessing whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
 - h. ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;
 - i. the time non-executive directors are expected to devote to the Company's affairs and whether directors are meeting that requirement; and
 - j. the evaluation of the performance of the Board, its committees, the directors and the Chief Executive Officer.

5. REPORTING

- (a) The Committee will:
- (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;

- (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
 - (iii) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.

6. SELECTION AND APPOINTMENT PROCESS

- (a) In searching for and selecting new directors for the Board, the Committee may adopt certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board.
- (b) With respect to the selection of candidates for the Board:
 - (i) the Committee will develop a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board, and if thought appropriate, will implement such a matrix and disclose it in the Company's annual report;
 - (ii) the Committee will take into consideration the Company's Diversity Policy in selecting new directors for the Board and will seek to ensure the policy for selection and appointment of new directors is transparent and considers all facets of diversity to avoid "groupthink" or other cognitive biases in decision making;
 - (iii) the Committee will obtain assistance from professional intermediaries to identify and assess the suitability of Board candidates;
 - (iv) the Committee will undertake appropriate checks in respect of each candidate;
 - (v) the names of candidates submitted for election or re-election as directors at a shareholder meeting should be accompanied in the notice of meeting by all material information in its possession relevant to a decision on whether to elect or re-elect a director, including:
 - a. biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - b. a statement by the Board as to whether it supports the nomination of the proposed candidate(s); and
 - c. details of relationships between the candidate and the Company; and the candidate and directors of the Company;
 - (vi) directorships held;
 - (vii) particulars of other positions which involve significant time commitments;
 - (viii) if the candidate has been submitted to be elected as a non-executive director, any interests, positions, associations or relationships which may bear on the candidate's independence;
 - (ix) the term of office currently served by any directors subject to re-election; and
 - (x) any other particulars required by law.

7. COMMITTEE PERFORMANCE

- (a) The Committee will review this Charter as often as it considers necessary.
- (b) The Board will, as often as it considers necessary, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (c) The Committee shall make an evaluation of its performance as often as it considers necessary to determine whether it is functioning effectively by reference to current best practice.
- (d) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.