



ELDERS LIMITED

NOMINATION AND PRUDENTIAL COMMITTEE CHARTER



DOCUMENT CONTROLS

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Committee Members	All members of the Elders Limited Board
Business Owner	Corporate Governance
Review Frequency	Every second year

1 Introduction

- 1.1 The Board of Elders Limited (the Company) has established a Nomination and Prudential Committee (the Committee) to:
- (a) assist the Company in its Board selection, appointment and review practices so that those practices result in a Board:
 - (i) with an effective composition, size, mix of skill sets, experience and commitment to adequately discharge its responsibilities and duties and add value to the Company and its shareholders;
 - (ii) that has a proper understanding of, and competence to deal with, the current and emerging issues of the businesses of the Company; and
 - (iii) that can effectively review and challenge the performance of management and exercise independent judgement, whilst ensuring a collegiate relationship amongst Directors and between Directors and executive management including the CEO.
 - (b) ensure shareholders and other stakeholders understand and have confidence in the Company's selection, appointment and review practices.
- 1.2 In this Charter:
- (a) **CEO** means the Chief Executive Officer and Managing Director of the Company; and
 - (b) **Independent Director** has the meaning given to it in the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council.

2 Authority of the Committee

- 2.1 The Committee is to operate within the framework set out in this Charter, but Committee members may raise any other matters considered relevant to its responsibilities.
- 2.2 The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee do not relieve the Board from any of its responsibilities.
- 2.3 There is to be no delegation of executive power to the Committee.

3. Composition

- 3.1 The Committee is to comprise at least three Directors, the majority being Independent Directors, and shall include the Chair of the Board and the CEO.
- 3.2 The CEO may participate in discussions with respect to matters concerning the Board of the Company but is to have no voting rights with respect to such matters directly concerning his role and responsibilities.
- 3.3 The Board is to make all appointments and replacements of the Committee Chair and other members of the Committee.

- 3.4 The Committee Chair must be an Independent Director.
- 3.5 The duties and responsibilities of a member of the Committee are in addition to those duties as a member of the Board.

4. Meetings

- 4.1 The Committee is to meet at least twice each year and as may otherwise be determined by the Committee Chair or directed by the Board.
- 4.2 A quorum consists of 3 Directors.
- 4.3 The Company Secretary will:
 - (a) in conjunction with the Committee Chair and the CEO, settle agendas for and arrange meetings of the Committee so as to ensure coverage of all the Committee's business particularly the business covered by the Committee's 12 month rolling agenda;
 - (b) distribute agendas and supporting papers to members of the Committee in advance of the relevant meeting (preferably at least 5 business days); and
 - (c) attend all Committee meetings to take minutes.
- 4.4 An alternate Chair will be appointed when dealing with the appointment of a successor to the Chair or if the Chair must stand aside for any other reason, such as a conflict of interest.

5. Duties

- 5.1 The Committee is to assist the Board in achieving the objectives set out in section 1.1 of this Charter.
- 5.2 Specifically, the Committee is responsible for regularly reviewing and making recommendations to the Board on:
 - (a) assessment of the necessary and desirable competencies of members of the Board of the Company and its committees including, without limitation, the appropriate mix of skills, experience, expertise, diversity and other qualities and the time commitment required from a non-executive director, taking into account emerging business and governance issues;
 - (b) assessment and review of the independence of Directors;
 - (c) the Company's fitness and propriety regime for Directors and other officers;
 - (d) appropriate processes for reviewing the performance of the Board of the Company, the Committees of the Board and each director and to address the outcomes of those reviews;
 - (e) appropriate policies with respect to the maximum period of service for Directors;
 - (f) appropriate succession plans for the Board of the Company and the CEO;

- (g) the appropriate size of the Board so as to encourage effective and efficient decision-making;
- (h) the appointment (including re-appointment in the case of Directors retiring by rotation) and removal of directors of the Company, and associated disclosures to shareholders;
- (i) the scope and content of letters of appointment of non-executive Directors;
- (j) career development, skills development and continuing education programs for directors of the Company. This shall include but not be limited to ensuring Directors are briefed on material developments to laws, regulations and accounting standards;
- (k) appropriate induction procedures designed to allow new Directors to participate fully and actively in Board decision-making at the earliest opportunity and the effectiveness of those procedures; and
- (l) such other matters as the Board may refer to the Committee from time to time.

5.3 The Committee is authorised by the Board to obtain:

- (a) from the CEO such information as is required for the Committee to discharge its responsibilities under this Charter; and
- (b) where necessary, independent professional or other advice on such matters as the Committee may reasonably determine at the cost of the Company.

7. Reporting

- 7.1 The Committee will regularly update the Board on the proceedings of each meeting of the Committee and refer matters of concern and make appropriate recommendations to the Board.
- 7.2 The Committee will report to the Board on such other matters as the Board may refer to the Committee from time to time.
- 7.3 Minutes of Meetings of the Committee are provided to the Committee Chair within 5 business days of the meeting, approved by the Committee within one month and are tabled at the following Committee meeting.

6. Review

- 6.1 The Committee will review this charter every second year and recommend to the Board the adoption of any amendments to it considered desirable.
- 6.2 The full Board of Directors is responsible for reviewing the performance of the Committee annually; and
- 6.3 The Committee will provide any information the Board may request to facilitate its review of the Committee's performance and its members.