

# Nomination Committee Charter

ImpediMed Limited (ACN 089 705 144) (**Company**)

Adopted by the Board on 22 July 2020

## 1 Introduction

---

The purpose of this Nomination Committee Charter is to specify the authority delegated to the Nomination Committee (**Committee**) by the Board and to set out the role, responsibilities, membership and operation of the Committee.

The Committee is a committee of the Board and is authorised by the Board to assist it in fulfilling its statutory, fiduciary 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 matters granted to it by the Board from time to time.

## 2 Role of the Committee

---

### 2.1 Nomination

The Committee assists and advises the Board on nomination policies and practices for the Board. This includes assisting and advising the Board on:

- (a) Director selection and appointment practices;
- (b) Director performance evaluation processes and criteria;
- (c) Board composition; and
- (d) Succession planning for the Board and senior executives,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

## 3 Nomination Responsibilities

---

The Committee is responsible for:

- (a) (**Director competencies**) identifying and making recommendations regarding the necessary and desirable competencies of directors;

## IMPEDIMED LIMITED NOMINATION COMMITTEE CHARTER

- (b) **(Board size)** making recommendations regarding the size of the Board so that the size encourages efficient decision making;
- (c) **(Director recommendations)** developing and reviewing the process for the selection, appointment and re-election of directors, and making recommendations to the Board by:
  - (i) evaluating the balance of skills, experience, independence, knowledge and diversity of Directors sitting on the Board;
  - (ii) in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and
  - (iii) undertaking appropriate checks before putting forward a candidate for appointment or election as a Director;
- (d) **(providing information)** ensure shareholders are provided with material information in the Committee's possession relevant to a decision as to whether or not to elect or re-elect a Director in accordance with ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition);
- (e) **(skills matrix)** formulating a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership, ensuring that the skills matrix is assessed on an annual basis to ensure it remains relevant to the Company, and ensuring the skills matrix is compliant with ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition);
- (f) **(diversity policy)** overseeing the implementation of the Diversity Policy and assessing progress in achieving any objectives of the Diversity Policy;
- (g) **(diversity commitment)** coordinating with the Board to ensure that the Company meets its commitment to becoming a diverse and inclusive workplace;
- (h) **(gender diversity)** making recommendations to the Board in relation to measurable gender diversity targets for the Board, the senior executive team and the organisation as a whole, and ensuring a process exists to monitor the achievement of any targets;
- (i) **(gender diversity – Board)** if the Company is in the S&P/ASX 300 Index ensure that the measurable objective for achieving gender diversity in the composition of the Board is not less than 30% of its Directors of each gender within a specified period;
- (j) **(diversity culture)** identifying ways to promote a culture supportive of diversity including recruitment from a diverse pool of candidates;
- (k) **(induction)** developing and reviewing induction procedures for new

## IMPEDIMED LIMITED NOMINATION COMMITTEE CHARTER

appointees to the Board to enable them to effectively discharge their duties, including increasing their knowledge about the Company and the industry within which the Company operates;

- (l) **(on-going programs)** implementing programs to enhance director competencies and to update and enhance directors' knowledge and skills including:
  - (i) key developments affecting the Company and the industry and environment in which it operates;
  - (ii) receipt of briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- (m) **(assessing performance)** implementing a process for the evaluation of the performance the Board, Board committees, chairman of the Board, and individual directors;
- (n) **(assessing time commitment)** reviewing the time required to be committed by non-executive directors to properly fulfill their duties to the Company and whether non-executive directors are meeting these requirements;
- (o) **(assessing independence)** assisting the Board in assessing the independence of each non-executive director, with reference to the criteria outlined in the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition)
- (p) **(succession plans)** reviewing Board and senior executive succession plans and processes, including for the CEO and other senior executive positions and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity; and
- (q) **(governance matters)** reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.

## 4 Reporting and Disclosure

---

The Committee will approve annual reporting on nomination matters covered in this charter, attendance at and frequency of Committee meetings and make recommendations to the Board for the inclusion of any relevant information in the Company's annual report.

The Committee will make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the directors, and oversee this process.

The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of nomination issues, in all forms, are complied with.

## IMPEDIMED LIMITED NOMINATION COMMITTEE CHARTER

The Committee chairman will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

### **5 Membership**

---

#### **5.1 Composition and Size**

The Committee shall consist of at least three members, a majority of whom are independent, non-executive directors. The Board reserves the right to appoint external advisors to this Committee.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonable be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

The term of service of Committee members will be reviewed by the Board at least annually with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. The Board will appoint the successor.

#### **5.2 Chairman**

The Chairman of the Committee shall be an independent non-executive director. The Chairman of the Committee will be appointed by the Board. If, for a particular Committee meeting the Committee Chairman is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairman for that meeting.

#### **5.3 Company Secretary**

The Company Secretary of the Board shall be the Company Secretary of the Committee.

### **6 Committee Meetings and Process**

---

#### **6.1 Meetings**

The Committee will meet as frequently as required to perform its functions. The Chairman must call a meeting of the Committee if requested by any member of the Committee, the Company Secretary, the external auditor or the Chairman of the Board.

#### **6.2 Quorum**

Two members of the Committee constitute a quorum for meetings of the Committee.

## IMPEDIMED LIMITED NOMINATION COMMITTEE CHARTER

### **6.3 Attendance by Management and Advisers**

The Committee Chairman may invite the CEO, CFO, other senior executives, directors who are not members the Committee and external advisers to attend meetings of the Committee.

### **6.4 Notice, Agenda and Papers**

Unless otherwise agreed or considered necessary by the Chairman, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers, will be circulated by the Company Secretary to each Committee member and any other individual invited to attend, not less than three business days before the meeting. Copies of the Agenda and supporting papers are also to be circulated to all board members.

### **6.5 Minutes**

The Company Secretary will keep minutes to record the proceedings and resolutions the Committee meetings.

The Chairman of the Committee, or delegate, will report to the Board after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

### **6.6 Access to Information and Advisers**

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities. This may include requesting management or engaging external consultants, to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

## **7 Committee's Performance**

---

The Committee's performance will be reviewed on an annual basis, or earlier if circumstances dictate. The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

## **8 Review and Publication of Charter**

---

The Committee will review this charter on an annual basis to keep it up to date and consistent with the Committee's authority, objectives and responsibilities, and can be amended by resolution of the Board.

This charter will be available on the Company's website and the key features will be published in the Corporate Governance Statement.