



## **NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

The Board of Directors has established a Committee of the Board known as the Nomination and Governance Committee to make recommendations to the full Board of Directors on the following matters:

1. The composition of the Board – this is reviewed by the Committee on an on-going basis to ensure it is comprised of members who provide the required breadth and depth of skills, experience and knowledge to achieve the objectives of the Board.
  2. Succession planning for the Board, the CEO and other senior executives.
  3. The development and implementation of a process for evaluating the performance of the Board, its Committees and Directors.
  4. The process for recruiting a new Director, including ensuring filling any vacancies on the Board with the best possible candidate through the use of executive search firms and/or by direct approach, ensuring appropriate checks are undertaken, considering the independence of the candidate and ensuring that new Board members are afforded induction and continuing professional development programs.
  6. To consider the appointment of additional Directors to provide the expertise to achieve the strategic and economic goals of the APN Group.
  7. The annual Corporate Governance Statement.
  8. The corporate governance policies to be implemented by the company, and amendments to existing corporate governance policies to reflect material changes in the law and/or practice relating to corporate governance.
  9. Other matters referred to the Committee by the Board from time to time.
- Ends.