



NOMINATIONS COMMITTEE CHARTER

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NOMINATIONS COMMITTEE CHARTER

1. MEMBERSHIP

- 1.1 The Nominations Committee (the Committee) will be appointed by the Board.
- 1.2 The Committee will comprise at least 2 directors (including the Committee Chair).
- 1.3 The Committee will be chaired by the Chairman of the Company.
- 1.4 A quorum shall be two Board members of the Committee.

2. OBJECTIVE

The Nominations Committee's principal objective is to consider and make recommendations for Compass Hotel Group Limited on the composition of, and criteria for appointment to, the Compass Hotel Group Limited Board of Directors ("the Board").

3. NOMINATIONS PROCESS

- 3.1 For Board appointments, other than the Chairman, the Committee will evaluate candidates and make recommendations for the Board's decision.
- 3.2 The Nominations Committee shall have regard to the following when making recommendations for appointments to the Board:

(a) **Composition**

Balanced expertise - private sector, finance sector, public sector and academia.

(b) **Criteria for Appointment**

Recognition of importance of standard setting and need for leadership thinking.

An understanding of the business of Compass Hotel Group Limited ("the Company").

Ability to consider issues at detailed technical level.

Relevant accounting knowledge and experience that may include academic and general management and business or public sector expertise.

A collegiate style, acceptance of differing viewpoints, and ability to work to achieve consensus while maintaining the highest standards of accountability, professionalism and ethical standard setting.

Capacity to make the required time commitment.

Output orientation and appreciation of public interest perspective in standard setting.

(c) **Appointment Process**

Nominations would normally be sourced by the Committee members.

Input will be sought from the Chairman of the Company (“the Chairman”).

Nominations Committee to make an initial assessment of potential candidates and identify short-list of eligible nominees.

Prior to making a recommendation to the Board for a particular appointment, the Nominations Committee must check references of short-listed candidates and consider interviews to ensure criteria for appointment are met.

The appointment process will have regard to succession planning needs.

(d) **Performance Assessment**

At least annually, the Committee will oversight a performance review and evaluation of the Board members and the Board’s performance. On finalisation of the review, the Committee will publish its report to the Board.

Chairman or the Lead Independent Director to provide feedback to individual Board members and to facilitate peer assessment by Board members, against criteria agreed by the Committee in consultation with the Chairman or the Lead Independent Director and Board members.

Committee to oversight overall performance assessment of the Chairman.

Chairman to discuss performance of individual Board members with the Nominations Committee as appropriate.

(e) **Succession Planning**

Committee to periodically review Board composition, performance and expected retirements, identify succession planning needs and to discuss these needs with the Chairman.

Nominations Committee to maintain a schedule of eligible nominees who meet the criteria for appointment to the Board.

4. **DUTIES AND RESPONSIBILITIES**

- 4.1 The Committee reports to the Board of Compass Hotel Group Limited. The Committee has the following key duties and responsibilities in relation to the Compass Hotel Group Limited and its controlled entities:
- (a) Make recommendations to the Board in relation to Board composition, performance and expected retirements, and identify succession planning needs.
 - (b) Evaluate and make recommendations to the Board in relation to the performance of Board members and to evaluate the Board's performance as a whole.
 - (c) Make recommendations to the Board on the above matters.

5. **AUTHORITY**

- 5.1 The Board authorises the Nomination Committee to act in a non-executive role to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Board member and all Board members are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain legal or other independent outside professional advice and to secure the attendance of outside parties with relevant experience and expertise if it considers this necessary.
- 5.3 Subject to Board approval, to do such other things and take such other actions as are necessary or prudent to fulfill the responsibilities of the Committee.
- 5.4 Undertake other related activities referred to the Nomination Committee by the Board.

6. **ADMINISTRATION TO THE COMMITTEE**

- 6.1 To seek the assignment, secondment or appointment of administrative personnel necessary to assist the Committee in performing its responsibilities.
- 6.2 Chairman of the Nomination Committee should report formally to the Board of Directors to provide a summary of the Committee's work, deliberations and results.
- 6.3 The Company Secretary or such other person as the Board may appoint shall be the designated Secretary to facilitate the administrative functions of the Committee. The Chief Executive Officer shall normally attend meetings. Other Board members shall also have the right of attendance.
- 6.4 The responsibilities of the Secretary include preparing and sending notices of meetings and agendas, recording the minutes of meetings of the Committee and performing any other administrative duties deemed necessary by the Committee.

7. **MEETINGS**

7.1 The Committee will meet at least twice per annum, and more frequently as required.

7.2 It is common for a Committee to hold the following meetings:

- A meeting to review the progress of the Committee.
- Report to the Board in relation to the progress and other developments.
- Such additional meetings as are required at the discretion of the Committee or the direction of the Board.

7.3 Other Board members are invited to attend meetings of the Committee in an unofficial capacity.

7.4 Minutes shall be circularised to all members of the Committee as soon as practicable after each meeting and thereafter to all members of the Board and external auditors.

8. **MEETINGS AGENDA**

The Committee at each of the regularly scheduled meetings should consider the following matters.

- Review and approve minutes of the previous meeting.
- The formulation of reports and recommendations to the Board.
- Perform such other functions and consider such other matters deemed necessary by the Committee to fulfill its responsibilities.

9. **REVIEW OF THE NOMINATION COMMITTEE TERMS OF REFERENCE**

The Committee shall review the continuing relevance of these Terms of Reference on an annual basis. Where changes are deemed necessary they will be submitted to the Board of Directors for endorsement.