

Nomination Committee Charter

1. Introduction and Purpose

The Nomination Committee (**Committee**) is a committee of the board of directors (**Board**) of Macmahon Holdings Limited (**Macmahon** or **Company**).

The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to the Board's composition, performance and succession planning.

This charter (**Charter**) details the functions and the manner in which the Committee will operate.

The Committee has authority from the Board to review and make recommendations to the Board for approval. The Committee is not delegated any Board responsibilities unless otherwise specified by the Board.

2. Role and Responsibilities

Specifically, the role of the Committee is to provide comment and recommendations to the Board on:

- Board size, structure and balance of skills;
- the process for recruiting new directors, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board;
- specific candidates for nomination;
- induction and orientation programs for new directors;
- Board succession plans;
- succession plan for the Managing Director/Chief Executive Officer (**MD/CEO**);
- processes for the evaluation of Board, Committee, director and MD/CEO performance;
- the appointment and re-election of directors; and
- continuous professional development for directors to maintain the competencies required by Macmahon.

3. Access to Information and Independent Advice

The Committee is authorised to seek any information it requires from any employees of the Company (including, for the avoidance of doubt, senior management) and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice if it considers this necessary or appropriate.

4. Membership and Attendees

4.1 Membership

The Committee shall be structured so that it:

- consists only of non-executive directors;
- consists of a majority of independent Directors; and
- has at least three members.

The appointment of new members to the Committee must be approved by the Board.

Members of management may attend all or part of a meeting of the Committee at the invitation of the Committee chair (**Chair**).

4.2 Chair

The Chair must be an independent non-executive director. The chair of the Board may be the Chair of the Committee. A separate Chair may be appointed if and when the Committee is dealing with the appointment of a successor to the chair of the Board.

4.3 Other Attendees

The company secretary (**Company Secretary**) of the Company, or a designate, will be the secretary of the Committee.

The Committee is authorised by the Board to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary or appropriate.

5. Meetings

The Committee shall meet as often as required to undertake its role effectively, but as a minimum twice a year. In addition, the Chair is required to call a meeting of the Committee if requested to do so by any member of the Board or Committee. The date, time and venue of each meeting of the Committee will be notified by the Company Secretary to all members of the Committee as far in advance as practicable. Attendance at Committee meetings may be in person, by telephone or by other electronic means, as agreed. In absence of the Chair, the Committee meetings will elect a member to act as chair for that meeting. The quorum necessary for a meeting of the Committee shall be two members.

The Committee will keep minutes of its meetings. The Company Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment/amendment before being signed by the Chair. The minutes are to be included in the Board papers at the next full Board meeting following the Committee meeting.

6. Reporting to the Board

The Chair of the Committee will present relevant items to the Board for formal approval following each meeting.

7. Review of Committee

7.1 Committee Performance

The performance of the Committee will be assessed on an annual basis, following which the Chair will take appropriate action to address any desired improvements in respect of areas where there is a need to enhance its role, effectiveness, process or composition.

7.2 Committee Charter

The Chair is responsible for ensuring that this Charter is reviewed at least annually for the purpose of assessing its continued relevance to the needs of the Board and identifying any enhancements required. Proposed enhancements shall be submitted to the Board for approval.