



NOMINATION AND GOVERNANCE COMMITTEE CHARTER

DATE: 12 AUGUST 2022



DATE	NAME	CHANGE	REVISION
12/08/2022	Last amendment	Minor edits.	
12/08/2022	Last review		
27/3/2015	Approved		



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1. INTRODUCTION

The Board of Directors (the **Board**) of IGO Limited (**IGO** or the **Company**) has resolved to establish a Nomination and Governance Committee of the Board (the **Committee**).

2. PURPOSE

The Board has approved this Charter which prescribes the role and responsibilities, composition, structure and membership requirements for the Committee.

3. ROLE

The primary role of the Committee is to assist the Board in fulfilling its responsibilities by overseeing, monitoring, reviewing and making recommendations to the Board on:

- Board and Board Committee sizes, composition and competencies
- director independence
- selection and appointment of new directors, re-elections and terminations
- succession planning for the Board, director induction procedures and continuing education procedures
- the process for the evaluation of the Board, Committees of the Board and individual directors
- establishing policies and practices which enable the Board to report annually to shareholders on its corporate governance framework, including matters required by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition (**ASX Principles and Recommendations**); and
- other matters referred to the Committee by the Board.

4. AUTHORITY

Within the scope of its responsibilities, the Committee is generally authorised to:

- consult with and seek any information from any Director or employee of IGO or any external party
- obtain (at IGO's expense) professional advice from external consultants or specialists as it considers necessary to assist the Committee in meeting its responsibilities; and
- require the attendance of any IGO employee at Committee meetings.

5. MEMBERSHIP

Committee members are appointed by the Board for a term considered appropriate by the Board. The Board may appoint additional directors to the Committee and may remove or replace members of the Committee by ordinary resolution. The Committee should be of sufficient size and independence, and its members should together have the necessary technical expertise and sufficient understanding of the industry in which IGO operates to discharge its mandate effectively.

The Committee must contain:

- only non-executive directors

- a majority of independent directors; and
- at least three members.

Members of the Committee may withdraw from the Committee by notifying the Board in writing.

The Chair of the Committee (**Committee Chair**) must be an independent non-executive Director and should preferably not be the Chair of the Board. The Committee Chair will be appointed for non-consecutive terms of three years.

If the Committee Chair is unable to attend a Committee meeting, the Committee members present at that meeting must appoint a Committee member to chair the meeting.

Other Directors who are not Committee members may attend meetings of the Committee should they wish and are entitled to receive all Committee papers. Selected members of management may attend meetings of the Committee by invitation.

6. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as set out in this section. The Board may from time-to-time delegate other responsibilities and functions to the Committee.

6.1 Board and Committee Size and Composition

The Committee will consider and make recommendations to the Board about the size and composition of the Board and the Board's Committees to ensure that:

- the Board and Committee's size and composition are conducive to making decisions that are appropriate for IGO, including ensuring that the Board and Committees:
 - are large enough to incorporate a variety of perspectives, skills and expertise
 - represents the best interests of IGO as a whole rather than of individual shareholders or interest groups; and
 - is not so large that effective decision-making is hindered
- so far as appropriate for IGO in the context of the criteria above, a majority of the Board comprises independent directors; and
- there is an annual review of the composition of the Committees and, where appropriate, a staggered rotation of Committee members is in place over a three-year period so as to introduce fresh insights whilst balancing required skills and expertise.

6.2 Independence of Directors

The Committee will regularly assess and determine the independent status of each Director by taking into account interests disclosed by each Director and other information and whether the Director is considered independent as per the ASX Principles and Recommendations (Recommendation 2.3). In addition, consideration will be given to whether any director who has served on the Board for more than 10 years may have their independence compromised due to their length of tenure.

6.3 Director competencies

The following forms part of the Committee's responsibility:

- Implement a plan for identifying, assessing and enhancing Director competencies to ensure that the Board comprises Directors who possess an appropriate range of skills and expertise.
- Develop and implement education procedures to ensure that Directors have continuing education to update and enhance their skills and knowledge, including education concerning key developments in IGO, the industry and environment within which it operates.

6.4 Commitment of the Board

The Committee will regularly review the time required by a Director to effectively undertake his or her Board responsibilities (and Board Committee responsibilities, where relevant) and determine whether each Director is considered able to meet that requirement after identifying and considering details of that Director's other commitments.

6.5 Selection and appointment of new directors

The Committee will develop and implement processes to identify suitable candidates for nomination or appointment to the Board, including engaging external consultants or specialists to provide advice or services.

The following forms part of the Committee's responsibility:

- make recommendations on candidates to the Board which the Board will utilise to appoint the most suitable candidate(s) who must stand for election
- ensure prior to appointment or being submitted for re-election, candidates and non-executive directors should specifically acknowledge that they have sufficient time to meet what is required of them by IGO
- ensure all new Directors will be provided with a letter of appointment and all material information relevant to the role; and
- ensure that IGO complies with the requirements of its Constitution, the ASX Listing Rules and the Corporations Act 2001 (Cth) in relation to the appointment, re-election and retirement or removal of Directors.

6.6 Induction procedures

The Committee will develop and implement induction procedures to allow new Directors to participate fully and actively in Board decision-making at the earliest opportunity, and to enable new Directors to gain an understanding of:

- the industry within which IGO operates
- IGO's purpose, strategy and values
- IGO's financial, strategic, operational and risk management position
- the rights, duties and responsibilities of Directors
- the roles and responsibilities of IGO's senior Management and its subsidiaries
- the role of IGO's Board Committees
- meeting arrangements; and
- Director interaction with each other, senior executives and other stakeholders.

6.7 Succession planning

The following forms part of the Committee's responsibility:



- develop, implement and review IGO's succession plans for membership of the Board to ensure that these plans work to maintain:
 - an appropriate balance of skills, experience, expertise and diversity on the Board; and
 - an appropriate structure and composition of the Board
- regularly review the succession plans in place for Key Management Personnel to ensure that an appropriate balance of skills, experience, expertise and diversity is maintained.

6.8 Evaluation and re-appointment of Directors

The following forms part of the Committee's responsibility:

- develop and implement processes for evaluating the performance of the Board, the Board Committees and individual Directors relative to appropriate measures
- ensure that proper consideration is made in respect of the election of Directors, and that the notice of meeting provides sufficient information to enable shareholders to make an informed choice about who should be elected as a Director. The notice should set out a range of matters about the person recommended for election, including the matters required by the ASX Principles and Recommendations; and
- identify, with the assistance of the Company Secretary, the order of retirement by rotation of Directors.

6.9 Corporate Governance Principles and Standards

The following forms part of the Committee's responsibility:

- review and approve those corporate governance principles and standards that are specifically required under the ASX Listing Rules, the ASX Principles and Recommendations and the Corporations Act 2001 (Cth), including the Code of Conduct and Speak Up process
- advise the Board on compliance with relevant governance requirements identified by the Committee including those set out in the ASX Principles and Recommendations
- ensure effective communications of IGO's corporate governance principles and standards to all IGO employees and relevant external stakeholders
- regularly review relevant regulations and best practice developments in corporate governance and identify to the Board corporate governance standards which it considers appropriate and in the best interests of IGO.

6.10 Annual Reporting

The Committee will review and approve the disclosures made in the Annual Corporate Governance Statement.

7. MEETINGS

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet at least three times each year. A notice of meeting, agenda and relevant supporting documents must be provided at least seven days before each meeting.

A quorum consists of the lesser of two members or a majority of members of the Committee.



The Company Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

The Committee Chair may invite any person(s) to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation will be issued to all other Directors.

The minutes of a Committee meeting will be prepared for the approval by the Committee and will be circulated to all Directors in the papers for the next full Board meeting after each Committee meeting.

8. ADMINISTRATIVE MATTERS

The Company will disclose this Charter on its website and will disclose the following in its Annual Corporate Governance Statement:

- committee membership
- the number of times the Committee met during the financial year; and
- the individual attendances of members at Committee meetings.

9. REPORTING

The Committee will report to the Board on all matters relevant to the Committee's roles and responsibilities. The report will include details of meeting agendas, papers and minutes of the Committee.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

10. REVIEW

The Board will, at least once each year, review the membership, performance and Charter of the Committee to ensure it remains consistent with the Board's objectives and responsibilities.

11. CONTACT DETAILS

If you are in any doubt regarding this Charter, you should contact the Company Secretary at:

IGO Limited, PO Box 496, South Perth, WA 6951

Phone: 08 9238 8300

Email: contact@igo.com.au, Attention: the Company Secretary