

Clover Corporation Limited

Board Nomination Committee Charter

Revised 26th July 2019

1. Introduction

Directors should ensure the Company is properly managed to protect and enhance shareholder value, to meet the Company's obligations to all stakeholders including shareholders, and to comply with all the Company's legal obligations including compliance with the Corporations Act and ASX Listing Rules. In carrying out this duty, the Directors should always be mindful of the need for establishing a Board that enhances the efficient and effective running of the business

1.1 The Nomination Committee (Committee) is a committee established by the Board of Directors of Clover Corporation Limited (CLV).

1.2 This Charter sets out the role and responsibilities, composition and structure of the Committee.

2. Definitions

2.1 In this Charter the following terms have the meanings shown:

- 'Board' means the Board of Directors of CLV.
- 'CLV' means Clover Corporation Limited.
- 'Chair' means Chair of the Committee.
- 'Committee' means the Nomination Committee.
- 'Director' means a director of CLV.
- 'Secretary' means the Secretary to the Committee.
- 'Senior Executives' means the CEO, CFO and Company Secretary of CLV.
- 'Non-executive Director' means a Director who is not employed in an executive capacity by CLV.

3. Role and Responsibilities:

This policy applies to the Nomination Committee of Clover Corporation Limited.

The Nomination Committee oversees and monitors board performance and CEO recruitment and succession planning, adhering to the company's diversity policy. In line with the ASX Corporate Governance Council Corporate Governance Principles and Recommendations 3e (2014) the role of the CLV nominations committee is to review and make recommendations to the board in relation to:

- Board succession.
- Induction and continuing professional development for directors;
- The development and implementation of a process for evaluating the performance of the board, its committees and directors.
- The appointment and re-election of directors.
- The process of recruiting a new director, evaluating the balance of skills, experience, knowledge and diversity, and preparing the associated description of the role and capabilities.

- Professional development, as may be deemed as required, on an ad hoc basis.
- Managing the process of recruitment of the CEO, including overseeing the use of external consultants, position description development and the interview process.
- Ensuring there are plans in place to manage the succession of the CEO and any other relevant senior executives.

4. Composition and Structure

4.1 The members and the Chair of the Committee will be appointed, removed and/or replaced by the Board.

4.2 The Committee will consist of:

- Only Non-executive Directors;
- At least three members;
- A majority of independent Directors (as determined by the Board);
- An independent Director (as determined by the Board) as Chair.

4.3 The Company Secretary or their nominee will act as the Secretary to the Committee.

5. Authority and Access:

Ensure the Board of Clover Corporation consists of members with the range of skills and qualities to meet its primary responsibility for promoting the success of Clover in a way that ensures the interests of shareholders and stakeholders are promoted and protected.

Retiring directors are not automatically re-appointed. Directors are appointed for a period of no more than three years and are subject to the selection and appointment procedures outlined below.

Board renewal is initiated through a policy of regular Board skills matrix review.

The Nomination Committee is responsible for recommending to the Board the appointment or re-appointment of all directors. The use of external consultants is sourced and recommended by the Committee, led by the Committee Chair.

The Committee has no delegated authority from the Board to appoint Directors.

6. Procedures:

A. The following procedures will generally be applied by the Nomination Committee when reviewing and appointing Directors:

6.1 Review of Board composition

The Nominations Committee will regularly (at least annually) review the size and composition of the Board.

6.2 Requirements of Potential Directors

Will be considered within the context of the Company's strategic needs and current skills matrix identifying gaps and result in a position description.

6.3 Selections of a Recommended Candidate

Undertaken by the Committee, following an agreed interview protocol against the position description, ahead of a recommendation to the full Board.

Once the Board has agreed on the preferred candidate to become a director, that person will be approached by the Chairman of the Company and/or the Chairman of the Nomination Committee, and formalised by a letter of offer.

6.4 Appointment of Director

The ultimate decision about who is elected to the Board is to be made by the shareholders. The Nominations Committee must provide shareholders with all relevant material information in the Company's possession relevant to a decision.

In accordance with the constitution of Clover Corporation, the director then holds office until the next annual general meeting and is eligible for election at that meeting.

6.5 Requirements after Director is Appointed

Upon a candidate/s accepting nomination or appointment, the Nominations Committee is responsible for ensuring that all nomination and appointment procedures comply with the Company's constitution and the Corporations Act. This includes a letter of offer from the CLV Board Chair.

The CEO and Chair are responsible for ensuring that the new director is inducted. This process is to be monitored by the Nominations Committee.

ASIC must be notified within 28 days of the appointment of a director to the Board.

Under Listing Rule 3.16.1, the ASX must be notified immediately when there has been a change of Chairperson or appointment/resignation of a Director.

B. The above procedures will be applied by the Nomination Committee when moving toward the appointment of a CLV CEO commencing with the development of a position description.

7. Meetings:

The Nomination Committee is to conduct the business set out in this policy during meetings specifically differentiated from Board meetings.

Committee members are to excuse themselves from meetings while their nomination for re-election is being considered.

- The Committee is to meet as often as required and at least once each year.
- The Secretary, at the request of the Board or Committee Chair, will call meetings.
- The Committee members will elect the Committee Chair. The Committee Chair is to be an independent Director (as determined by the Board).
- Members of the Board who are not members of the Committee and others may attend meetings at the invitation of the Committee Chair.
- Committee members are to excuse themselves from meetings while their nomination for re-election is being considered.

- The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of Committee papers.
- A quorum will comprise two members of the Committee.
- A meeting of the Committee can be held in person, by telephone, by teleconference or by other electronic means or any combination thereof, so long as a quorum of members can hear the proceedings of the meeting at all times.

8. Review:

The Nomination Committee is to periodically review this policy to keep it up to date with the responsibilities and objectives of Board Nomination Committees.

Amendments to this policy are to be led by the Committee Chair and ultimately approved by the Board.

9. Publication:

This policy will be made available on the Clover web site.