

Clover Corporation Limited – Nomination Committee Charter

1. General

- 1.1 Directors should ensure Clover Corporation Limited (**Clover** or **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 having a Board and management team that is an appropriate size and collectively has the skills, commitment and knowledge of Clover and the industry in which it operates, as well as an appropriate number of independent directors who can challenge management and hold them to account, to enable the Company to discharge its obligations and to add value through effective decision making.
- 1.2 The Nomination Committee (**Committee**) is a committee established by the Board of Directors of Clover.
- 1.3 The purpose of the Committee is to assist in structuring the Company's senior management, in particular by reviewing the performance of Directors, the Chief Executive Officer (**CEO**) and other senior executives of the Company and assisting in the selection of candidates for these positions for consideration by the Board.

2. Definitions

- 2.1 In this charter the following terms have the meanings shown:

Board means the Board of Directors of Clover.

Chair means Chair of the Committee.

Director means a director of Clover.

independent Director means a Director who has been determined by the Board to be independent in accordance with the Board Charter.

Non-executive Director means a Director who is not employed in an executive capacity by Clover.

Secretary means the Secretary to the Committee.

3. Role and Responsibilities

- 3.1 The Committee oversees and monitors Board performance and CEO recruitment and succession planning generally, adhering to the company's diversity policy. In line with the ASX Corporate Governance Council Corporate Governance Principles and Recommendations 4th edition the role of the Committee is to review and make recommendations to the Board in relation to:
- Board succession planning.
 - Induction of new Directors and continuing professional development for existing Directors in order to maintain the skills and knowledge to perform their role as Directors effectively;
 - 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, independence and diversity on the Board and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment.

- 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.

3.2 The Committee also has responsibility for regularly reviewing the time commitment required from Non-executive Directors and whether they are meeting that requirement.

4. Composition

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

4.2 The Committee should be of a sufficient size and independence to discharge its role and responsibilities effectively. Consideration should also be given to ensure that the Committee has an appropriate diversity of membership to avoid entrenching 'groupthink' or other cognitive biases.

4.3 With this in mind, the Committee will consist of:

- only Non-executive Directors;
- at least three members;
- a majority of independent Directors; and
- an independent Director as Chair.

4.4 Members of the Board who are not members of the Committee and other persons may attend meetings at the invitation of the Chair. However, care should be taken to ensure invitations extended to other persons who are not members of the Committee do not compromise the composition criteria set out in paragraph 4.3.

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

5. Authority

5.1 The Committee must ensure the Board of Clover 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.

5.2 Directors are subject to the retirement and standing for election and re-election procedures outlined below.

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

5.4 The 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.

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

6. Nomination procedures

6.1 Directors

6.1.1 Review of Board composition

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

6.1.2 Requirements of potential Directors

The Committee will consider the requirements of potential candidates for appointment within the context of the Company's strategic needs and current skills matrix (including by identifying any skill gaps in the composition of the Board) and will produce a position description.

6.1.3 Selecting a recommended candidate

Following an agreed interview protocol against the position description, the Committee will recommend suitable candidates to the 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 Chair of the Committee, and formalised by a letter of offer.

6.1.4 Appointment of Director

A Director appointed by the Board must retire from office at the next annual general meeting of the Company, although is eligible to stand for election at that meeting. Further, a Director elected at an annual general meeting must retire from office not later than the third annual general meeting following his or her last election or re-election, and will be eligible for re-election at the meeting. The Committee must assist the Company provide shareholders with all relevant material information in the Company's possession relevant to a decision by the shareholders to elect or re-elect a Director.

6.1.5 Requirements after Director is appointed

Upon a candidate accepting a proposal to appoint him or her as a Director, the 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 Company.

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

ASIC must be notified within 28 days of the appointment/retirement/removal of a Director.

Under Listing Rule 3.16.1, the ASX must be notified immediately when there is a change of Chairman of Clover or appointment/removal/resignation of a Director or the CEO.

6.2 CEO

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

7. **Meetings**

7.1 The Committee is to have separate meetings from Board meetings.

7.2 Committee meeting procedures will be as follows:

- 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.
- 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 a recommendation for their election or re-election as a Director 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

- 8.1 The Committee is to periodically review this charter to keep it up to date with the responsibilities and objectives of the Committee.
- 8.2 Amendments to this charter are to be made by the Board.

9. Publication

- 9.1 This charter will be made available on Clover's website.