Ausenco

Nomination Committee Charter

Ausenco

1 Standing Rules

The Standing Rules for Committees apply to, and are deemed incorporated into the Charter of the Nomination Committee (Committee), except insofar as they may conflict with any of its terms.

2 Purpose and Objectives

The Committee is not a policy making body, but is established to assist the Board by implementing the policies of the Board, recommending nominations which require Board approval and reporting to the Board in relation to the matters with which it is charged with responsibility.

The objective of the Committee is to provide assurance that the Board has the appropriate composition, size and skills to effectively discharge its responsibilities and duties.

3 Scope of Responsibility

It is the role of the Committee is to assist and advise the Board in fulfilling its responsibilities with regards to the following:

- Reviewing all nominations, including those received from shareholders, from persons who wish to be appointed to the Board in accordance with the guidelines set out below.
- Periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Group, and the skills currently represented on the Board.
- Regularly reviewing and making recommendations to the Board regarding the structure, size and composition of the Board (including the balance of skills, knowledge, expertise and diversity of gender, age, experience and relationships of the Board) and keeping under review the leadership needs of the Company, both executive and non-executive;
- Establishing a process for the review of the performance of individual Directors and the Board as a whole.
- Overseeing appropriate Board succession planning, including establishing a pool of suitable Board candidates to fill Board vacancies as and when they arise and nominating preferred candidates for the approval of the Board.
- Matters relating to the selection and performance of the Chief Executive Officer and the Company Secretary as well as other senior executives as may be determined by the Board from time to time.

4 Nomination Criteria

When reviewing a nomination for directorship, the Committee should take into account:

- Previous and other directorial experience
- Academic and professional qualifications

- Skills set of the nominee to complement the skill set of the board
- Relevant industry experience
- Qualities and experience that will increase board diversity to the benefit of the company
- Geographic location specific experience
- Character, personality and likely boardroom behaviours
- Consideration of their experience as a recognised thought leader and team player.
- Declared/apparent conflicts of interest.
- Any other attributes that the nominations Committee believe will benefit the company including the existing diversity of the Board, being particularly mindful of gender balance.;
- Should female representation at Board level be at a less than appropriate level, efforts should be taken to include at least one potential female appointee on the shortlist;

5 Powers

The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility, and does not have any power to commit the Board to any recommendation or decision made by it but may nevertheless consult independent external expert advisers as it may consider appropriate for the proper performance of its function and charge the costs to the Company or other appropriate company within the Group.

6 Composition

All Committee members must be non-executive and where practical the Committee Chairman should be an independent Director.

7 Proceedings

Meetings are held at least twice during each year and more often as required.

Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Committee.

In discharging their responsibilities, the Committee members have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations and to take the company's interest into consideration with candidates for Board members

8 Process

The Committee will ensure that, on appointment, all Directors receive a formal letter of appointment, setting out the time commitment and responsibility envisaged in the appointment including any responsibilities with respect to Board Committees, remuneration (including superannuation and expenses) and the requirement to disclose their interests and any matters which affect the Director's independence.

New Directors are also provided with all relevant policies including the Company's Securities Trading Policy, a copy of the Company's Constitution, organisational chart and details of indemnity and insurance arrangements. A formal induction program which covers the operation of the Board and its Committees and financial, strategic, operations and risk management issues is also provided to ensure that Directors have sufficient knowledge about the Company and the industry within which it operates.

In accordance with the Company's constitution, all new appointees to the Board must resign at the first annual general meeting following the date of their appointment and offer themselves for election.

The Committee policy will ensure that notices of meeting involving the election of directors contain sufficient information to enable shareholders to make an informed choice about candidates for director positions.