



TOURISM &
LEISURE LTD

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Governance and Nominations Committee Charter

Apollo Tourism & Leisure Ltd ACN 614 714 742 (**Company**)

Effective Date: 6 October 2016 (Revised June 2020)

Governance and Nominations Committee Charter

1 Introduction

This is the charter of the Governance and Nomination Committee (**Committee**) established by the Board of Directors of the Company (**Board**) (**Charter**). This Charter governs the operations of the Governance and Nomination Committee. It sets out the Committee's role and responsibilities, composition, structure and membership requirements.

2 Role and Responsibilities

2.1 Role of the Committee

The Committee is responsible for advising the Board on:

- (a) The corporate governance framework and policies for the company and its subsidiaries;
- (b) Board succession planning generally;
- (c) Director independence;
- (d) Induction and continuing professional development programs for Directors;
- (e) The development and implementation of a process for evaluating the performance of the Board, its committees and directors;
- (f) The process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- (g) The appointment and re-election of Directors; and
- (h) Succession planning for the Chief Executive Officer or Managing Director and other senior executives,

The objective is to have a Board of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

2.2 Responsibilities of the Committee

The Committee is responsible for:

- (a) (**Board size**) making recommendations regarding the size of the Board, being a size that encourages efficient decision making;
- (b) (**Director competencies**) identifying and making recommendations regarding the necessary and desirable competencies of directors;

- (c) **(Skills matrix)** formulating a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (d) **(Director recommendations)** developing and reviewing the process for the selection, appointment and re-election of Directors, and making recommendations to the Board by:
 - (i) Evaluating the balance of skills, experience, independence, knowledge and diversity of Directors sitting on the Board;
 - (ii) In light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and
 - (iii) Undertaking appropriate checks before putting forward a candidate for appointment or election as a Director;
- (e) **(Providing information)** providing security holders with material information in the Committee's possession relevant to a decision as to whether or not to elect or re-elect a director;
- (f) **(Assessing performance)** implementing a process to evaluate the performance of the chairman, Board, Board committees, individual Directors and senior executives and addressing issues that may arise from the review;
- (g) **(Assessing time commitment)** reviewing the time required to be committed by non-executive Directors to properly fulfil their duties to the Company and whether non-executive Directors are meeting these requirements;
- (h) **(Assessing independence)** assisting the Board in assessing the independence of each non-executive director;
- (i) **(Succession plans)** reviewing Board and senior executive succession plans and processes, including for the Chief Executive Officer or Managing Director and other senior executive positions and being conscious of each Director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity;
- (j) **(Governance matters)** reviewing and making recommendations to the Board on the most appropriate governance framework and policies for the Company, reviewing and recommending the Company's Corporate Governance Statement for approval by the Board, and reviewing developments in corporate governance standards and making recommendations to the Board on necessary or appropriate amendments to the Company's corporate governance framework and policies; and
- (k) **(Diversity)** reviewing and reporting to the Board, at least annually, in relation to Board diversity (including progress in achieving the measurable objectives set by the Board in relation to Board diversity).

3 Membership

3.1 Composition and size

The Committee will consist of:

- (a) Only non-executive Directors;
- (b) A majority of independent Directors; and
- (c) At least two members.

The Company will disclose the members of the Committee.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member is expected to possess adequate regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee. The term of service of Committee members will be reviewed by the chairman at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

3.2 Chairperson

The chairperson of the Committee (**Chairperson**) must be an independent non-executive director.

The Chairperson will be the Chairman of the Board, unless:

- (a) Another person is appointed by the Board; or
- (b) The Committee is considering the appointment of a successor to the Chairman of the Board at a meeting, in which case, the Committee must elect an alternative Chairperson for the portion of the meeting concerning the appointment.

If, for a particular meeting, the Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

3.3 Secretary

The Company Secretary is the secretary of the Committee (**Secretary**).

3.4 Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of Director, senior executive and employee share, option or other plans, to senior management.

4 Committee meetings and processes

4.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and Committees of the Board in so far as they are applicable and not inconsistent with this Charter.

The Board will disclose the number of times the Committee met throughout that financial year and the individual attendance of each Committee member at those meetings.

4.2 Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively, but not less than twice a year.

The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor, or the Chairperson of the Board.

4.3 Quorum

Two members constitute a quorum for meetings of the Committee.

4.4 Attendance by non-members

The Committee chairperson may invite Directors who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

4.5 Notice

The Chairperson determines the meeting agenda after appropriate consultation. The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related material to all Committee members and other attendees not less than five business days before each proposed meeting of the Committee.

4.6 Access to information and advisors

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate.

This requirement may include requesting management or engaging external consultants to provide information to the Committee. The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

4.7 Minutes

The Secretary will keep minute books to record the proceedings and resolutions of its meetings. The Chairperson, or its delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

5 Evaluation of Committee

The Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company. The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this Charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

6 Review and publication of Charter

The Committee will review this Charter from time to time, to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. This Charter may be amended by resolution of the Board.

This Charter will be available on the Company's website and the key features will be published in the annual report or a link provided to this Charter or a summary on the website.