

# Nominations Committee Charter

**Worley Limited “Worley”**



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Worley Limited  
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## 1. Role

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The role of the Committee is to assist the Board on matters relating to the composition and performance of the Board, including director independence, and the appointment, performance review and remuneration of the Chief Executive Officer (CEO).

## 2. Membership of the Committee

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The Committee will be comprised of all of the non-executive directors of the Board. The Board will appoint the Chair of the Committee, who should be the Chair of the Board or an independent director.

The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution.

Members of management must not be appointed members of the Committee. Non-committee members may attend meetings of the Committee at the invitation of the Committee Chair, who will have regard to potential conflicts of interest when making invitations. All non-executive directors have a standing invitation to attend all the Committee meetings but only Committee members are required to attend. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter.

Executive directors will be invited to attend meetings which deal with Board composition, including selection and recruitment of directors to the Board.

## 3. Administrative matters

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It is intended that the Committee will meet at least four times a year at a time coincident with Board meetings. The Committee will meet as often as Committee members deem necessary in order to fulfil their role.

The Committee or an individual member may seek independent advice, at the company's expense, where the Committee or the individual member considers such advice necessary or appropriate.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the company.

The Committee may obtain information from and consult with the CEO or other internal management resources, as it considers appropriate.

A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least five working days prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be

reviewed and discussed. Any member may, and the Group Company Secretary must, convene a meeting of the Committee upon a member's request.

The Group Company Secretary (or their delegate) 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, provided that no conflict of interest exists.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

Meetings and proceedings of the Committee are governed by the provisions of the Worley Constitution regulating meetings and proceedings of the Board.

## 4. Reporting

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The Committee Chair will provide a report of the actions of the Committee at the next Board meeting. The minutes and agenda of the prior Committee meeting will be accessible to all directors. All directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other committee and, if so, ensure that this occurs.

## 5. Responsibilities and functions

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### Review of CEO remuneration and performance

The Committee will be responsible for reviewing and making recommendations to the Board on:

- the total level of remuneration for the CEO, including short term and long-term incentives;
- the performance targets for the CEO; and
- whether the CEO's performance targets have been met and whether the Board should consider exercising any discretion in relation to the CEO's variable remuneration outcomes having regard to all relevant factors, including any financial and non-financial risk issues or behaviours.

### Appointments and terminations

The Committee will be responsible for:

- making recommendations to the Board regarding the appointment and removal of the CEO;
- making recommendations to the Board regarding planning for the succession of the CEO;
- reviewing and making recommendations to the Board regarding the appointment and re-appointment of directors, including attending to the following matters:
  - reviewing the Board skills matrix to make sure it covers the skills needed to address existing and emerging business and governance issues relevant to the company;

- periodically assessing the size and composition of the Board, including the appropriate mix of skills, knowledge, experience, independence and diversity required on the Board and assessing the extent to which the required skills are represented on the Board;
- establishing processes for the review of the performance of the Board as a whole, individual directors and the Board committees;
- establishing processes for the identification of suitable candidates for appointment to the Board and the re-appointment of incumbent directors, including:
  - establishing criteria for Board membership, including preparing a description of the role and capabilities required for a particular appointment;
  - engaging appropriate search firms to assist in identifying potential candidates;
  - arranging appropriate checks regarding the backgrounds of potential candidates; and
  - where appropriate, nominating appropriate candidates for directorship;
- monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of directors; and
- reviewing the disclosure in the corporate governance statement regarding director independence and the mix of skills, knowledge, experience, independence and diversity on the Board.

### **Monitoring independence**

The Committee will be responsible for monitoring and undertaking an annual assessment of the independence of each director and making a recommendation to the Board following this review.

### **Performance management**

The Committee will be responsible for facilitating the evaluation of board performance, performance of Committees and of individual directors, including regular review of the time commitment required of non-executive directors and whether they are meeting those requirements.

### **Continuing education**

The Committee will be responsible for designing induction and ongoing training and education programs for the Board to seek to ensure that directors are provided with adequate information regarding the operation of the business, the industry and their legal responsibilities and duties. The Committee will periodically review the director education and training program and, in doing so, the Committee will have regard to the outcomes of its review of the Board skills matrix.

## **6. Review**

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The Board will annually review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Committee may recommend to the Board amendments to the Charter to alter the responsibilities, functions or membership of the Committee.