



Nominations Committee Charter



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1. Purpose

The primary function of the Nominations Committee (the **Committee**) is to assist the Board in fulfilling its responsibilities to shareholders through making recommendations to the Board in relation to the optimal composition of the Board.

The Committee is responsible for reviewing and making recommendations to the board regarding:

- Composition of the Board, including assessing and recommending to the Board, the appropriate mix of skills, knowledge, experience, independence and diversity to enable the Board to discharge its responsibilities effectively;
- The processes in place to review the performance and remuneration of the Board, its Committees and non-executive Directors;
- CEO performance, remuneration and succession planning;
- Appointment, election and re-election of non-executive Directors;
- Director independence assessments; and
- Director induction programs.

The Committee will primarily fulfil these responsibilities by carrying out the activities outlined in Section 5 of this Charter.

2. Membership

- a) Unless the Board determines otherwise, the Committee shall comprise at least three non-executive Directors.
- b) The Chair of the Committee shall be the Chair of the Board.
- c) The Secretary of the Committee is the Company Secretary.

3. Meetings

- a) The Committee will meet a minimum of two times annually and more frequently if required as determined by the Committee Chair.
- b) The presence of one half of the members of the Committee will constitute a quorum.
- c) Any director may attend committee meetings.
- d) The CEO may attend Committee meetings at the invitation of the Committee Chair, except where matters relating to the CEO are being considered.

4. Reporting

- a) Minutes of Committee meetings will be made available to all Board Directors
- b) The Committee Chair will report on the business of the Committee meetings to the Board and convey Committee recommendations.



5. Responsibilities

In order to fulfil its responsibilities, the Committee will undertake the following activities and report its findings, including any recommendations, to the board:

Board Composition

- Annually assess the Board Skills Matrix, which sets out the mix of skills, experience, knowledge, independence and diversity that the Board currently has or is looking to achieve in its membership;
- Annually compare the measures included in the Board Skills Matrix with the skills experience, knowledge, independence and diversity represented on the Board from time to time to identify any potential gaps;
- Review the structure, size, composition and effectiveness of the Board and each Board Committee having regard to the Board Skills Matrix and to the Board and each Board Committee Charter;

NED Performance

- Develop and implement a process for evaluating the performance of the Board, each Board Committee and individual Directors;
- Review remuneration of non-executive Directors, including Board and Committee fees;
- Monitor the level of aggregate Board and Committee fees and the adequacy of the non-executive director fee cap;

Board Succession Planning

- Develop succession plans for non-executive Directors, taking into account the challenges and opportunities facing ALS and the skills, knowledge and experience likely to be required in the future;

CEO

- Review initial employment terms and conditions and any subsequent changes;
- Undertake Fixed remuneration reviews and any awards under the Company's Short-Term and Long-Term Incentive Schemes;
- Set performance hurdles and targets under the Company's Short-Term Incentive Scheme and the assessment of performance against those targets for recommendation to the Board for approval;
- Confirm vesting of any awards under the Company's Long-Term Incentive Schemes and Deferred STI Scheme for recommendation to the Board for approval; and
- Review the terms and conditions of any termination arrangements including payments and the vesting or otherwise of any 'in flight' equity schemes.

CEO Succession

- Assist the Board in oversight of plans for the succession of the CEO by identifying and monitoring the suitability of internal candidates and the identification and assessment of potential external candidates.



Appointment, Election, Re-election and Retirement of Directors

- Prepare a description of the skills, knowledge and experience required when considering the suitability of potential candidates for appointment to the Board;
- Oversee a professional and objective search process to identify suitable candidates to fill Board vacancies as and when they arise;
- Oversee arrangements for the effective appointment and induction of new Directors and ensure there are appropriate continuing education opportunities for Directors to develop and maintain the skills and knowledge required to perform their role effectively
- Periodically reviewing whether there is a need for existing Directors to undertake additional professional development.
- Specifically, make recommendations to the Board:
 - On candidates it considers appropriate for appointment to the Board;
 - Concerning the re-election by shareholders of any director in accordance with ALS's Constitution; and
 - Concerning the suspension or removal from office of any director in accordance with ALS's Constitution.

Director Independence

- Monitor the independence of each director; and
- Undertake an annual assessment as to the independence of each director.

6. Other Matters

This Charter will be reviewed by the Committee at least every two years, with any changes to be recommended to the Board for approval

The Committee will review its own performance annually.

Approved by the Board in May, 2021.