

# NOMINATION COMMITTEE CHARTER



The Board of Orora Limited has established a Nomination Committee (the Committee). This Charter sets out the functions and responsibilities of the Committee.

## 1. Composition

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- 1.1 The Committee will have a minimum of three members, a majority of whom will be independent directors (as that term is defined in Clause 6 of the Board Charter). Independence for these purposes will be assessed by reference to criteria approved by the Board from time to time.
- 1.2 The Chairman of the Committee will be the Chairman of the Board or in the absence of the Chairman, an independent director.
- 1.3 The Company Secretary will be the secretary of the Committee.
- 1.4 The Board may appoint, remove or replace the members of the Committee having regard to the ASX Listing Rules, the Corporations Act 2001 (Cth) and the Company's Constitution.

## 2. Responsibilities

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- 2.1 The principal purposes of the Committee are to:
  - (a) establish a formal and transparent procedure for the selection and appointment of new directors to the Board which would ordinarily include:
    - (i) identifying the skills required and represented on the Board and;
    - (ii) engaging a third party to conduct a search for candidates with the skills required by the Committee;
  - (b) regularly review the succession plans in place for membership of the Board to ensure that an appropriate mix of skills, experience, expertise and diversity is maintained;
  - (c) make recommendations to the Board in respect of the procedures for evaluating the collective performance of the Board, Board Committees and that of individual non-executive directors;
  - (d) determine and oversee the implementation of procedures for evaluating the collective performance of the Board, Board Committees and that of individual non-executive directors;
  - (e) review the time commitment required from a non-executive director and whether the non-executive directors are meeting this requirement;

- (f) oversee and review the effectiveness of the induction of new non-executive directors;
- (g) oversee and make recommendations to the Board in respect of the requirement for any ongoing training of directors in material developments for the Company or the discharge of responsibilities of directors; and
- (h) take all reasonable steps to ensure that all individuals nominated for appointment to the Board as a non-executive director, expressly acknowledge, prior to their election, that they are able to fulfil the responsibilities and duties expected of them.

2.2 The Committee is also required to make recommendations to the Board on matters such as the appointment of directors to and removal of directors from the Board, and any other matter referred to the Committee for consideration by the Board.

### 3. Authority

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3.1 The Committee is authorised by the Board to:

- (a) obtain any information it requires from any employee of the Company or subsidiary of the Company; and
- (b) obtain or retain outside legal or other professional advice at the Company's expense as appropriate.

### 4. Meetings

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4.1 The Committee will meet as and when required to discharge its responsibilities as described in Clause 2 and all meetings will be called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.

4.2 The Committee may (in accordance with the Company's Constitution) conduct meetings where Committee members are not in the physical presence of each other provided all Committee members involved in the meeting are able to participate in the discussion.

4.3 Committee members must not be present at any meeting and must not participate in any decision or vote on any resolution of the Committee in relation to:

- (a) their own election, re-election or removal from the position as Director; or
- (b) any review or assessment of their own performance.

4.4 The Committee may invite anyone it considers appropriate to attend Committee meetings.

## 5. Quorum

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- 5.1 A quorum is present at a Committee meeting if at least 2 of the directors, who are Committee members entitled to vote on any resolution that may be moved at the meeting, are present.

## 6. Minutes and reporting

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- 6.1 Minutes of meetings of the Committee shall be kept by the Secretary and, once those minutes have been approved by the Chairman of the Committee, shall be distributed to all members of the Board for confirmation at the next Board meeting.
- 6.2 The Chairman of the Committee will report to the Board as soon as practical after each meeting of the Committee on:
- (a) matters that should be brought to the attention of the Board; and
  - (b) any recommendations requiring Board approval and/or action.

## 7. Review and changes to this charter

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- 7.1 The Committee will review this Charter annually or as often as it considers necessary.
- 7.2 The Board may change this Charter from time to time by resolution.

August 2014

## Schedule – Evaluation Procedures

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The following evaluation procedures have been determined by the Nomination Committee pursuant to the Nomination Committee Charter.

In advance of a director being presented to shareholders for re-election in accordance with the Company's Constitution, the Nomination Committee (in the absence of the director involved), will consider whether to advise that the Board make a recommendation to shareholders in support of that particular Director's re-election.

The Nomination Committee has determined that:

- an evaluation of the collective performance of the Board, Board Committees and that of individual non-executive directors will take place annually and this evaluation will be conducted by the Chairman of the Board and involve at least one discussion each year with each director; and
- an evaluation of the performance of the Chairman will take place annually, and this evaluation will be conducted by the Chair of the Human Resources Committee.

The above evaluations may involve:

- surveys by the directors and the Board;
- assistance of external facilitators; and
- consideration of the degree to which each non-executive director has demonstrated any or all of the skills relevant to the position of non-executive director or Chairman (as applicable).

The Nomination Committee has determined that the following non-exhaustive list of criteria may be considered in evaluating the performance of the Board:

- general competence in business including recognised business skills;
- industry experience and knowledge;
- strategic skills which will add value to the Board;
- corporate, financial, legal knowledge and skills;
- analytical competence in relation to the business and financial information;
- personal and business integrity;
- communication skills;
- time available to meet the commitment required; and
- the contribution made by each non-executive director in carrying out their responsibilities as directors including at each meeting.