

This Charter sets out the structure, role, responsibilities and processes of the Nomination Committee (**Committee**) established by the Board of Directors of Orora Limited (**Company**).

1. Composition, Size and Structure

- (a) The Committee will be solely comprised of Non-Executive Directors and have a diverse membership of at least three members, each of whom will be appointed by the Board, and a majority of whom will be independent directors (as defined in the Board Charter).
- (b) The Board appoints the members of the Committee and the Committee Chair. The Committee Chair will be the Chair of the Board, or in the absence of the Chair, an independent director elected by the members present to chair the meeting.
- (c) The Secretary of the Committee will be the Company Secretary or such other person as nominated by the Board.
- (d) Any directors of the Board who are not Committee members are entitled to attend Committee meetings and receive copies of Committee papers. Other non-Committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

2. Role and Responsibilities

2.1 Role

The role of the Committee is to assist the Board in fulfilling its responsibilities to shareholders and regulators in relation to the nomination and succession planning for directors of the Company, and reviewing or making recommendations to the Board on matters which the Committee considers necessary, or are requested by the Board.

2.2 Responsibilities

The Committee's responsibilities include:

- (a) **Board composition, competencies and diversity**
 - (i) reviewing and making recommendations to the Board in relation to Board composition, competencies and diversity, including:
 - A. periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Company and its subsidiaries (**Group**) and assessing the skills currently represented on the Board;
 - B. regularly reviewing the structure, size and composition (including the mix of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole;
 - C. assisting the Board to develop and regularly reviewing its board skills matrix detailing the mix of skills, knowledge and experience the Board currently has or is seeking to achieve in its membership, including in relation to any emerging business or governance issues; and
 - D. developing strategies to set measurable objectives for achieving diversity in the composition of the Board.

(b) Board succession, induction and development

- (i) developing and periodically reviewing Board succession plans, director induction programs and continuing director development and make recommendations to the Board, including:
 - A. developing and reviewing succession plans of the Board (including the role of Chair of the Board) to maintain an appropriate mix of skills, experience, independence, knowledge and diversity over time, having regard to the strategic direction of the Company and Group;
 - B. identifying existing directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Company's Constitution and the ASX Listing Rules;
 - C. identifying suitable candidates to fill any Board vacancies and nominating candidates for the approval of the Board;
 - D. overseeing the process for recruitment of new directors, including evaluating the balance of skills, experience, independence, knowledge and diversity on the Board, having regard to the strategic direction of the Company and the Group;
 - E. conducting appropriate checks before appointing a director or senior executive;
 - F. ensuring that all non-executive directors receive a formal letter of appointment and all executive directors have received a service contract; and
 - G. reviewing any decisions to extend a non-executive director appointment (having regard to clause 5 of the Board Charter);
 - H. reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities; and
 - I. developing and reviewing training and development program for directors (including induction processes and ongoing education) and regularly reviewing the effectiveness of these programs.

(c) Board and Committee performance

- (i) developing and overseeing the performance evaluation process for the Board, its committees and individual directors having regard to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles), including:
 - A. scheduling, at least annually, performance reviews of the Board, its committees and individual directors; and
 - B. reviewing the time commitment required by non-executive directors and whether these time commitments are being met.

(d) Board independence

- (i) overseeing the annual assessment of, and making recommendations to the Board as to, the independence of each director (having regard to the ASX Principles), and overseeing the disclosures made in relation to the independence of each director.

3. Authority

- (a) The Committee will have the resources and authority necessary to discharge its duties and responsibilities.
- (b) The Committee is authorised by the Board to retain and terminate outside advisors, experts or consultants, as it deems appropriate, at the Company's expense. The Committee will be provided with appropriate funding by the Company as the Committee determines for the payment of any outside advisors, experts or consultants.

4. Meetings

- (a) The Committee will meet as and when required to discharge its role and 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 Chair of the Committee.
- (b) A quorum for any meeting will be two members of the Committee.
- (c) 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 reasonably participate in the discussion.
- (d) 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:
 - (i) their own election, re-election or removal from the position as Director; or
 - (ii) any review or assessment of their own performance.
- (e) The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next scheduled meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting. Copies of the minutes will also be circulated to the Board at the next scheduled meeting.
- (f) The Committee Chair, or a delegate, shall report to the Board following each meeting.
- (g) The Committee is authorised by the Board to seek any information it requires from any team member of the Company or any subsidiary of the Company in order to perform its duties.
- (h) The Committee may invite anyone it considers appropriate to attend Committee meetings.

5. Review

- (a) The Committee will conduct a review of its performance and effectiveness by reference to this Charter and current best practice and provide a report on its findings to the Board at least every two years.
- (b) The Committee will conduct a review of this Charter at least every two years. The Committee must refer any recommended changes for decision by the Board.

August 2020