



NOMINATION COMMITTEE CHARTER
SERVCORP LIMITED
ACN 089 222 506

May 2017



SERVCORP LIMITED

NOMINATION COMMITTEE CHARTER

1 Purpose of the Committee

- 1.1 The Board has delegated certain responsibilities to the Nomination Committee (“Committee”) which will require formal reporting back to the Board. The ultimate responsibility for nomination matters rests with the Board.
- 1.2 The Committee shall support and advise the Board in fulfilling its responsibility to shareholders in ensuring the Board is comprised of individuals who are best able to discharge the responsibilities of Directors.
- 1.3 The Committee shall ensure the Company is committed to the principles of accountability and transparency.

2 Membership of the Committee

- 2.1 The Board shall appoint the Committee members.
- 2.2 The Committee shall consist of a minimum of three non-executive Directors, with a majority being independent non-executive Directors.
- 2.3 A quorum shall be any two members.
- 2.4 The term of appointment as a member shall be for a period of three years. Committee members will be eligible for re-appointment subject to the composition requirements of the Committee.
- 2.5 Ceasing to be a Director of the Board leads to automatic termination of membership of the Committee.
- 2.6 Membership of the Committee shall be disclosed in the annual report.

3 Chairperson

- 3.1 The Chair of the Board shall be the Chair of the Committee.
- 3.2 The Chair is responsible for planning and facilitating effective discussions at meetings.
- 3.3 The Chair shall report significant findings and recommendations of the Committee to the Board after each Committee meeting.

4 Authority and reporting

- 4.1 The Committee reports to the Board. The Committee will ensure that the Board is provided with sufficient information to allow informed decision making.
- 4.2 The Committee does not have executive powers with regard to its findings and recommendations.
- 4.3 The Committee has unrestricted access to all records and to officers and employees of Servcorp.
- 4.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice as necessary to assist the Committee.
- 4.5 The Committee shall consider at each meeting whether any significant matters should be brought to the attention of the Board. The Committee minutes and an update from the Committee Chairperson shall be provided at the following Board meeting.
- 4.6 The Committee may also submit reports to the Board as and when required throughout the year.

5 Meetings and attendance

- 5.1 The Committee shall meet at least two times per year. Additional meetings may be held as the work of the Committee demands.
- 5.2 The Chairperson will call a meeting of the Committee if requested by a member of the Committee, the Chairperson of the Board, or by the Chief Executive Officer.
- 5.3 Should the Chairperson be absent from a meeting, the members of the Committee present at the meeting have the authority to choose one of their number to chair that particular meeting.
- 5.4 Servcorp's Company Secretary shall be appointed as Secretary of the Committee.
- 5.5 Servcorp non-executive Directors who are not Committee members may attend Committee meetings.
- 5.6 As deemed necessary, the Chairperson may invite executive Directors, senior members of management, or external advisors to attend meetings of the Committee.
- 5.7 Proceedings of all Committee meetings shall be minuted and signed by the Chairperson of the Committee.
- 5.8 Minutes of Committee meetings shall be tabled at Servcorp Board meetings.
- 5.9 Attendance by members at Committee meetings shall be disclosed in the annual report.

6 Responsibilities

- 6.1 The Committee is responsible for establishing and reviewing the following matters for non-executive Directors on the Board and Board Committees:
 - (a) Processes for identification of suitable candidates for appointment or re-election to the Board, and selection procedures;
 - (b) Necessary and desirable competencies and experience;
 - (c) Processes to review Director contributions and the performance of the Board as a whole;
 - (d) Succession plans;
 - (e) Induction programs;
 - (f) Assessment of the independence of Directors in accordance with Clause 7;
 - (g) Gender diversity.

7 Independence

- 7.1 A Director of Servcorp should only be characterised and described as an independent Director if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Servcorp and its shareholders generally.
- 7.2 When determining the status of a Director with regard to independence, the Board should consider all relevant matters, including whether the Director:
- (a) is, or has been, employed in an executive capacity by Servcorp or any of its subsidiary entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
 - (b) is, or has within the last three years been, a partner, Director or senior employee of a provider of material professional services to Servcorp or any of its subsidiary entities;
 - (c) is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with Servcorp or any of its subsidiary entities or an officer of, or otherwise associated with, someone with such a relationship;
 - (d) is a substantial shareholder of Servcorp or an officer of, or otherwise associated with, a substantial shareholder of Servcorp;
 - (e) has a material contractual relationship with Servcorp or its subsidiary entities other than as a Director;
 - (f) has close family ties with any person who falls within any of the categories described above; or
 - (g) has been a Director of Servcorp for such a period that his or her independence may have been compromised.
- 7.3 In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Servcorp and its shareholders generally.
- 7.4 If the Committee determines that a non-executive Director's status as an independent Director has changed, Servcorp will disclose and explain the determination to the market in a timely manner.
- 7.5 The Committee should regularly assess the independence of each Director. The assessment will be made at least annually at or around the time that the Committee considers candidates for election or re-election to the Board. In addition, if the interests, positions, associations and relationship of a non-executive Director change, the Committee should assess the Director's independence as soon as practicable after the Committee becomes aware of the change.

8 Review of the Charter

- 8.1 The Charter shall be reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.
- 8.2 Changes to the Charter shall be recommended by the Committee and approved by the Board.

9 Publication of the Charter

9.1 Key features of this Charter are to be outlined in the Corporate Governance section of the annual report to shareholders.

9.2 A copy of this Charter is available on the Servcorp website www.servcorp.com.au.

Current Nomination Committee Membership

Non-executive Chairperson	Mr Bruce Corlett
Non-executive Directors	Mr Rick Holliday-Smith The Hon. Mark Vaile

Approved by the Servcorp Limited Board on 26 May 2017