

Nomination Committee Charter

Introduction

The Nomination Committee has been established by resolution of the Board of Macmahon Holdings Limited (“Macmahon”).

Membership

The Nomination Committee shall be structured so that it:

- consists only of Non-executive Directors;
- consists of a majority of independent Directors; and
- has at least three members.

Members of management may attend all or part of a meeting of the Committee at the invitation of the Committee Chairman.

Chairman

An Independent Non-executive Director will be the Chairman of the Nomination Committee. The Chairman of the Board may be the Chairman of the Nomination Committee; however, a separate Chairman should be appointed if and when the Nomination Committee is dealing with the appointment of a successor to the Chairman of the Board.

Secretary

The Company Secretary shall be the Secretary of the Nomination Committee.

Quorum

A quorum shall be two members [who are independent Non-executive Directors].

Meeting frequency

The Nomination Committee meetings will be held on a regular basis as determined by the Committee.

Reporting procedures

The Nomination Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment/amendment before being signed by the Chairman of the Committee.

Authority

The Nomination Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires from any employee (including, for the avoidance of doubt, senior management) and all employees are directed to cooperate with any request made by the Nomination Committee.

The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary or appropriate.

The Nomination Committee is required to make recommendations to the Board on all matters within its Charter.

Duties

The Committee shall periodically review the size, structure and balance of the Board, and make recommendations to the Board about:

- Board structure;
- the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board;
- specific candidates for nomination;
- induction and orientation programs for new directors;
- Board succession plans;
- Succession plan for the Managing Director;
- processes for the evaluation of Board (including the Managing Director), Committee and director performance;
- the appointment and re-election of directors; and
- continuous professional development for directors to maintain the desirable competencies required by Macmahon.