

**Neurotech International Limited  
ACN 610 205 402**

**NOMINATION COMMITTEE CHARTER**

**As approved by the Board of Directors on 12 May 2016**

**Preamble**

1. The board of directors (**Board**) of Neurotech International Limited (**Company**) is responsible for overseeing the selection and appointment of directors.
2. The Board has established a nomination committee as a sub-committee of the Board (**Nomination Committee**). The role of the Nomination Committee is to make recommendations to the Board in relation to matters of director selection, nomination and appointment.
3. This Nomination Committee Charter (**Charter**) outlines various matters concerning the Nomination Committee, including the role and responsibilities, composition, structure and membership requirements of the Nomination Committee.

**Role and responsibilities**

1. The role of the Nomination Committee is to review and make recommendations to the Board in relation to:
  - (a) board succession planning generally;
  - (b) induction and continuing professional development programs for directors;
  - (c) the development and implementation of a process for evaluating the performance of the Board, its committees and directors;
  - (d) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
  - (e) the appointment and re-election of directors; and
  - (f) ensuring there are plans in place to manage the succession of the CEO and other senior executives.
2. The chairperson of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board after each meeting of the Nomination Committee.
3. The chairperson of the Nomination Committee shall submit an annual report to the Board summarising the Nomination Committee's activities during the year and the related significant results and findings. The report shall address all matters relevant to the Nomination Committee's role and responsibilities.

**Composition, structure and membership requirements**

4. All members of the Nomination Committee will be members of the Board.

5. Subject to the composition of the Board, the Company will endeavour to maintain a Nomination Committee that:
  - (a) consists of a majority of independent directors;
  - (b) is chaired by an independent director; and
  - (c) has at least 3 members.
6. Members of the Nomination Committee shall be appointed for an initial 3 year term of office after which their appointment may be subject to annual rotation.

### **Secretary**

7. The Company Secretary shall be appointed secretary of the Nomination Committee. The Company Secretary, in conjunction with the chairperson of the Nomination Committee, shall draw up an agenda which shall be circulated at least one week prior to each meeting to the members of the Nomination Committee.

### **Meetings**

8. The chairperson of the Nomination Committee will call a meeting of the Nomination Committee if requested by any member of the Nomination Committee or the Managing Director.
9. Meetings of the Nomination Committee shall be held at least twice each year.
10. The minutes of all meetings of the Nomination Committee shall be circulated to all members of the Board.

### **Attendance at meetings by invitation**

11. The following people may be invited to attend all or part of a meeting of the Nomination Committee:
  - (a) the chief executive officer;
  - (b) the head of the human resources function of the Company; and
  - (c) any other person as nominated by the Nomination Committee.

### **Non-executive directors**

12. Non-executive directors should inform the chairperson of the Board and the chairperson of the Nomination Committee before accepting any new appointments as director of another listed entity, any other material directorship or any other position with a significant time commitment attached.

### **Professional advice and assistance**

13. The Nomination Committee shall have access to adequate internal and external resources, including access to advice from external consultants or specialists where the Nomination Committee considers that necessary or appropriate. The Nomination Committee is authorised to take such independent professional advice as it considers necessary.

### **Further information**

14. The Company will publish the Charter and the composition of the Nomination Committee on the Company's website: [www.neurotechinternational.com](http://www.neurotechinternational.com).

15. If you have any questions or need further information in relation to this Policy, please contact the Company Secretary.