

Intega Group Limited

Nomination Committee Charter

APPROVED BY THE BOARD 25 JUNE 2021

ROLE AND OBJECTIVES

The role of the Committee is to assist the Board of Intega Group Limited (Intega) in discharging its responsibilities in relation to determining the composition of the Board and its Committees, identifying qualified individuals to become Board members and oversee the evaluation of the Board and its Committees.

Accordingly, the Committee's role will be to:

- Determine the competencies required of Directors for the Board to fulfil its role which shall include character, judgment and relevant experience;
- Develop and recommend a Board succession plan;
- Develop and recommend to the Board induction and continuing professional development programs to enhance Director's competencies;
- Develop and recommend an annual performance evaluation of the Board and its Committees;
- Evaluate and recommend the appointment and removal of Directors; and
- Ensure there are plans in place to manage the succession of the Managing Director and other senior executives.

The Committee is empowered to investigate any matter, with full access to all books, records, company operations and people of Intega and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.

The Committee is a committee of the Board established in accordance with Intega's constitution (Constitution) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

MEMBERSHIP

The Committee will be appointed by the Board and shall consist of at least three members, at least one of whom the Board considers to be independent. In this regard:

- the Board shall appoint the Chairman of the Committee (Committee Chair); and
- the quorum for meetings of the Committee shall be two members.

Members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria. The Board may appoint such additional Directors to the Committee or remove and replace members of the Committee by resolution.

A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair. If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.

A Committee member should inform the Committee Chair before accepting any new appointment as a director of another listed entity, any other material directorship or any other position with a significant time commitment attached.

DUTIES AND RESPONSIBILITIES

OVERVIEW

The Committee shall consider any matters relating to the structure, composition, competencies and performance of the Board. In addition, the Committee shall examine any other matters referred to it by the Board.

RECRUITMENT

The Committee will be responsible for recruitment of Directors and Senior Management, including:

- a) undertaking appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history) before appointing a director or Senior Manager; and
- b) ensuring Intega enters into a written agreement setting out the appointment terms with the individual personally (except where a bona fide professional services firm is being engaged on an outsourced basis, in which case, the agreement may be with that entity).

In searching for and selecting new directors for the Board, the Committee may adopt certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board. With respect to the selection of candidates for the Board:

- a) the Committee will develop a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board, and if thought appropriate, will implement such a matrix and disclose it in Intega's annual report;
- b) the Committee will take into consideration Intega's Diversity and Inclusion Policy in selecting new directors for the Board;
- c) the Committee will obtain assistance from professional intermediaries to identify and assess the suitability of Board candidates;
- d) the Committee will undertake appropriate checks in respect of each candidate;
- e) the names of candidates submitted for election or re-election as directors at a shareholder meeting should be accompanied in the notice of meeting by all material information in its possession relevant to a decision on whether to elect or re-elect a director, including:
 - i. biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - ii. a statement by the Board as to whether it supports the nomination of the proposed candidate(s); and
 - iii. details of relationships between the candidate and Intega, and the candidate and directors of Intega;
- f) directorships held;
- g) particulars of other positions which involve significant time commitments;
- h) if the candidate has been submitted to be elected as a non-executive director, any interests, positions, associations or relationships which may bear on the candidate's independence;
- i) the term of office currently served by any directors' subject to re-election; and
- j) any other particulars required by law.

BOARD COMPOSITION

The Committee will be responsible for Board composition and performance, including:

- a) the appropriate size, composition and diversity of the Board;
- b) the appropriate criteria (necessary and desirable skills and experience) for appointment of directors;
- c) recommendations for the appointment, composition, re-election and removal of directors;
- d) recommendations for the composition of Board committees;
- e) the terms and conditions of appointment to and retirement from the Board;
- f) ensuring that an effective induction process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to Intega's financial statements) and review of those induction procedures;
- g) regularly assessing whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
- h) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;
- i) the time non-executive directors are expected to devote to Intega's affairs and whether directors are meeting that requirement; and

- j) the evaluation of the performance of the Board, its committees, the directors and the Managing Director; and
- k) review of development and succession plans for directors and Senior Management.

REPORTING REQUIREMENTS

The Chair of the Nomination Committee will report to the Board following each meeting. The report should cover the findings and recommendations of the Committee. The minutes of all Committee meetings shall be circulated to members of the Board.

TIMING AND FREQUENCY OF MEETINGS

The Committee will hold at least two (2) meetings per annum to fulfil its responsibilities. The Committee will also meet at the request of the Board or any other Director not a member of the Committee.

AUTHORITY AND ACCESS TO PERSONNEL AND INFORMATION

The Committee shall have access to advisors and to senior management of the Company. The Committee shall also have the ability to consult independent experts where required to fulfil its responsibilities.

REVIEW

The Committee will review this Charter annually or as often as it considers necessary.

The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.