Nomination Committee Charter

Costa Group Holdings Limited ACN 151 363 129 ("**Company**")

Nomination Committee Charter
Contents

1	**Purpose and authority**	**1**
1.1	Purpose	1
1.2	Authority	1
2	**Role of the Committee**	**1**
2.1	Nomination	1
3	**Nomination responsibilities**	**1**
4	**Reporting and disclosure**	**3**
5	**Membership**	**3**
5.1	Composition and size	3
5.2	Chairperson	3
5.3	Secretary	3
6	**Committee meetings and process**	**4**
6.1	Meetings	4
6.2	Frequency and calling of meetings	4
6.3	Quorum	4
6.4	Attendance by management and advisers	4
6.5	Notice, agenda and documents	4
6.6	Minutes	4
6.7	Access to information and advisers	4
7	**Committee's performance evaluation**	**5**
8	**Review and publication of the charter**	**5**

Nomination Committee Charter

1 Purpose and authority

1.1 Purpose

The purpose of this Nomination Committee Charter is to specify the authority delegated to the Nomination Committee ("**Committee**") by the board of directors of the Company ("**Board**") and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with the Company's constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary 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.

2 Role of the Committee

2.1 Nomination

The Committee assists and advises the Board on:

(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; and

(e) the appointment and re-election of directors,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

The Committee also assists and advises the Board to ensure there are plans in place to manage the succession of the Chief Executive Officer ("**CEO**") and other senior executives.

3 Nomination responsibilities

3.1 The Committee is responsible for:

(a) (**Board size**) making recommendations regarding the size of the Board, being a size that encourages efficient decision making;

(b) (**director competencies**) identifying and making recommendations regarding the necessary and desirable competencies of directors;

(c) (**skills matrix**) formulating a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;

(d) (**director recommendations**) developing and reviewing the process for the selection, appointment and re-election of directors, and making recommendations to the Board by:

(i) evaluating the balance of skills, experience, independence, knowledge and diversity of directors sitting on the Board;

(ii) in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and

(iii) undertaking appropriate checks before putting forward a candidate for appointment or election as a director;

(e) (**providing information**) providing security holders with material information in the Committee's possession relevant to a decision as to whether or not to elect or re-elect a director;

(f) (**induction**) implementing induction procedures for new appointees to the Board to enable them to effectively discharge their duties, including increasing their knowledge about the Company and the industry within which the Company operates and ensuring that directors have sufficient understanding of accounting matters to fulfil their responsibilities in relation to financial statements;

(g) (**on-going programs**) implementing programs to enhance director competencies and to update and enhance directors' knowledge and skills, including:

(i) key developments affecting the Company, industry and environment in which it operates; and

(ii) ongoing briefings on developments in accounting standards;

(h) (**assessing performance**) implementing a formal and rigorous process (including considering whether to use external facilitators) to evaluate the performance of the chairman, Board, Board committees, individual directors and senior executives and addressing issues that may arise from the review;

(i) (**assessing time commitment**) reviewing the time required to be committed by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;

(j) (**independence**) assisting the Board in assessing the independence of each non-executive director and ensuring that the Board has an appropriate number of independent non-executive directors who can challenge management and represent the best interests of the Company and its shareholders as a whole;

(k) (**succession plans**) reviewing Board and senior executive succession plans and processes, including for the CEO and other senior executive positions and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity; and

(l) (**governance matters**) reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.

4 Reporting and disclosure

(a) The Committee will make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the directors individually.

(b) The Committee chairperson will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

5 Membership

5.1 Composition and size

The Committee will consist of:

(a) only non-executive directors;

(b) a majority of independent directors; and

(c) at least 3 members.

The Company will disclose the members of the Committee.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member is expected to possess adequate regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

The term of service of Committee members will be reviewed by the chairperson at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

5.2 Chairperson

The chairperson of the Committee must be an independent non-executive director. The chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairperson for the meeting. Also, if:

(a) the Committee chairperson is the Chairperson of the Board; and

(b) the appointment of a successor to the Chairperson of the Board is being considered at a Committee meeting,

the Committee members must elect an alternative chairperson for the portion of the meeting concerning the appointment of a successor to the Chairperson.

5.3 Secretary

The company secretary is the secretary of the Committee.

6 Committee meetings and process

6.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter. Committee members may attend meetings in person or by electronic means.

6.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than quarterly. The chairperson must call a meeting of the Committee if requested by any member of the Committee, the auditor or the chairperson of the Board.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

6.3 Quorum

Two directors who are members of the Committee constitute a quorum for meetings of the Committee.

6.4 Attendance by management and advisers

The Committee chairperson may invite the CEO, chief financial officer, other senior executives, directors who are not members of the Committee and external advisers to attend meetings of the Committee.

6.5 Notice, agenda and documents

Unless otherwise agreed or considered necessary by the chairperson, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Committee member and any other individual invited to attend, not less than five business days before the meeting.

6.6 Minutes

The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

6.7 Access to information and advisers

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

7 Committee's performance evaluation

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

8 Review and publication of the charter

The Committee will review its charter from time to time to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.

This charter will be available on the Company's website and the key features will be published in the annual report or a link provided to the charter or a summary on the website.