

Governance & Nomination Committee Charter



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Purpose and Scope

Use this document to define the role, structure and responsibilities of the **Governance and Nomination Committee** of the **Board of Directors** of Cooper Energy Limited (**Cooper Energy**).

Governance & Nomination Committee Charter

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Governance & Nomination Committee Charter

1. Overview

The role of the **Governance and Nomination Committee** is to make recommendations to the Board, and otherwise to assist the Board with its oversight responsibilities, in relation to:

- The structure and composition of the Board.
- The performance of the Board, Board Committees, and individual Directors.
- The effectiveness of Cooper Energy's governance policies and practices.

The ultimate responsibility for, and power to make, company decisions with respect to these matters remains with the full Board.

Cooper Energy will provide the Committee with resources and information, including access to management, to enable the Committee to undertake its duties. The Committee is authorised to consult directly with Cooper Energy's external advisers and its external and internal auditors (without management being present), and, on approval from the Chairman of the Board, to obtain independent advice, at Cooper Energy's cost, as it considers necessary or appropriate to fulfil its duties.

1.1. Roles and Responsibilities

Roles	Accountability
General Counsel & Company Secretary	Document Owner – accountable for defining the requirements of the business process described by this Charter, ensuring appropriate performance metrics are defined and reviewed, tracking lessons learned, and driving continuous improvement. Responsible for: <ul style="list-style-type: none">• Arranging all Board and Committee meetings;• Taking and keeping minutes of those meetings; and• Circulating minutes to all Board members.
Board Members	Accountable for ensuring this Charter is implemented.

1.2. Related Content

- [Audit Committee Charter \(CMS-GV-CHT-0001\)](#)
- [Board Charter \(CMS-GV-CHT-0002\)](#)
- [People and Remuneration Committee Charter \(CMS-HR-CHT-0001\)](#)
- [Risk and Sustainability Committee Charter \(CMS-RM-CHT-0001\)](#)

2. Terms of Reference

2.1. Membership and Meetings

- The Committee will comprise not less than 3 non-executive directors appointed by the Board who will be independent directors. The chairman of the People and Remuneration Committee will be a member of the Committee.
- The Board will appoint the chairman of the Committee. The chairman must be independent and may be the chairman of the Board, however, a separate chair should be appointed if and when the Committee is dealing with the appointment of a successor to the chairman. The chairman will be involved in selection of Committee members and oversee planning and conduct of Committee meetings and presentations to the Board from the Committee.
- The Committee may form sub-committees to be responsible for and make recommendations to the Committee or to the Board.
- The Committee will meet at least once during each year and otherwise the chairman of the Committee will call meetings as and when necessary or appropriate. Any Committee member may call a meeting of the Committee. The Committee may invite any director, general manager, or other staff member, or external or internal auditor, to attend all or a part of a meeting of the Committee. The Managing Director has a standing invitation to all Committee meetings (unless the Managing Director has a conflict of interest and elects not to attend or is directed by the chairman not to attend).
- A quorum for a meeting of the Committee will be 2 members. All matters will be decided by a majority of votes of members present.
- The Company Secretary will include meeting minutes in the papers for the next meeting of the Board following the Committee meeting.
- The Committee will report to the Board on all actions and recommendations of the Committee and such other matters as required by the ASX Corporate Governance Principles and Recommendations (from time to time).

2.2. Responsibilities

The Committee is responsible for providing advice and making recommendations to the Board on the following matters.

2.2.1. Selection and Nominations

The Committee reviews and makes recommendations to the Board on the appointment, re-election, and retirement of Directors, including justification of the recommendations for appointments and providing details of qualifications and experience. A range of criteria, including experience, professional skills, personal qualities, and availability, are considered in connection with the appointment of Directors so as to constitute a Board with a desirable mix of skills and diversity.

The Committee will develop and regularly review a board 'skills matrix' to ensure that the composition of the Board covers the skills needed to address existing and emerging risks, business and governance issues, relevant to Cooper Energy.

Where required by the Board, the Committee will conduct searches for new Board members and recommend preferred candidates to the Board.

Non-executive Directors are required to provide details of other commitments and an indication of time involved and, prior to their appointment or being submitted for re-election, to confirm in writing that they will have sufficient time to properly perform their role at Cooper Energy.

The Committee regularly considers the time required from a non-executive Director and whether Directors are meeting that requirement.

2.2.2. Succession Planning

The Committee regularly considers any succession plans that are in place to ensure that they provide for a mix of skills, experience, expertise, and diversity amongst Directors.

The Committee considers plans to manage the succession of the Managing Director.

2.2.3. Induction and Professional Development

The Committee oversees the induction program for new Directors and considers the training and development needs of Directors, and resources allocated to developing and maintaining Director skills and knowledge, to ensure that the Directors have and maintain the necessary skills and knowledge required to fulfil their role on the Board and its committees effectively.

2.2.4. Performance Evaluation

The Committee develops and implements the processes for evaluating the performance of the Board, its Committees, and individual Directors.

2.3. Governance

Corporate governance is 'the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in corporations. It encompasses the mechanisms by which companies, and those in control, are held to account.' (ASX Corporate Governance Council).

The Committee monitors and informs the Board regarding the effectiveness of Cooper Energy's corporate governance, including by:

- Reviewing and considering compliance by Cooper Energy with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (as applicable from time to time).
- Reviewing Cooper Energy's annual ASX Corporate Governance Statement (reporting on compliance with the Corporate Governance Principles and Recommendations referred to above) (**CGS**), and recommending the CGS to the Board for approval.
- Monitoring significant developments in relevant corporate governance laws and practices, and making recommendations to the Board arising from that review.
- Annually reviewing Cooper Energy's corporate governance policies and Committee charters against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and applicable developments in governance laws and practices.
- Making recommendations to relevant Committees and the Board regarding substantive amendments proposed by this Committee to any of the Company's corporate governance policies and Committee charters.
- Considering and making recommendations to the Board regarding matters expected to arise in connection with Cooper Energy's Annual General Meetings and any other general meeting; and
- Periodically assessing and making recommendations to the Board regarding the effectiveness of Cooper Energy's continuous disclosure practices, and the effectiveness of reporting by management to the Board, including the quality and timeliness of information provided.

The Committee recognises that corporate governance has a wide ambit and other Cooper Energy Board Committees may also review and consider, and advise and make recommendations to the Board on, corporate governance matters within their specific areas of responsibility.

2.4. Board Committees

The Committee will annually review each other Cooper Energy Board Committee's role and responsibilities and evaluate the effectiveness of the Committee's performance. Any recommendations arising from a review will be put to the Board for consideration. The Board will review this Committee in accordance with part 2.6 below.

2.5. Independence

The Committee will assess, and make recommendations to the Board in relation to, the independence of non-executive directors on appointment, as required including when any new interests or relationships are disclosed by a non-executive director. The Committee will have regard to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with respect to independence when making the assessment.

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2.6. Review

The Board will annually review the Committee's role and responsibilities and evaluate the effectiveness of the Committee's performance. Any recommendations arising from a review will be put to the Board for consideration.

The Board will review this Charter annually to ensure it is consistent with the Committee's authority, role, and responsibilities. Any proposed amendments to this Charter arising from a review will be put to the Board for consideration.