

## PILOT ENERGY LIMITED

### NOMINATION COMMITTEE CHARTER

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#### **ROLE**

The Nomination Committee (Committee) will assist the Board in:

- Reviewing the Board composition
- The appointment of the Managing Director/ CEO
- The appointment of the Company Secretary
- Approving the recommendation for the appointment of key management personnel presented to the committee by the Managing Director/ CEO.
- Performance appraisal of the Board and the Managing Director/ CEO.
- Succession planning for Board and Managing Director/ CEO
- Approving the recommended succession planning for key management personnel presented to the committee by the Managing Director / CEO.

This includes identifying, evaluating and recommending candidates for the Board, the position of Managing Director/ CEO and the position of Company Secretary .

To achieve the optimal composition of the Board and Board Committees, and the appropriate selection of a Managing Director/ CEO and Company Secretary the Committee will have regard to:

- Size and composition (Board and Board Committees)
- Ensuring the Board and Board Committees consist of individuals who are best able to discharge the responsibilities of Directors
- The extent to which required skills, experience or attributes are represented; and
- The need to maintain the highest standard of corporate governance.
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#### **COMPOSITION**

The Committee shall be appointed by the Board and shall be composed of:

- (a) Only non-executive Directors
- (b) At least three members, the majority of whom are independent; and
- (c) A Chairman, also appointed by the Board, who is one of those independent non-executive Directors.

## **MEETINGS**

The Committee will meet at least once each year, and at such additional times as the Chairman of the Committee shall decide in order to fulfil its duties.

A quorum of any meeting will be a majority of its members.

An agenda and any supporting documentation shall be circulated to members of the Committee a reasonable period in advance of each meeting.

The Company Secretary will be responsible for keeping minutes of the meetings together with copies of all materials put before the Committee.

In addition to the members of the Committee, any other Director's wishing to be present are entitled to attend the meeting with the approval of the Chairman. The Committee may extend an invitation to any person to attend all or part of any meeting it considers appropriate. In particular the Committee may meet with external advisors, any executive or other employee, any other non- executive Director, and may do so without management present.

## **AUTHORITY:**

The Committee is authorised:

- (a) To seek any information it requires in order to preform its duties, from any employee of the Company; and
- (b) To obtain, at the Company's expense, external legal or other professional advice on any matter within its charter.

In making approaches for candidates to the Board, the Committee will give due consideration to the appointment of external professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the needs of the Board.

## **REPORTING:**

The Committee shall update the Board about Committee activities and deliberations and make appropriate recommendations to the Board when necessary. Where practicable, and if agreed by the Committee, copies of minutes of the Committee will be circulated to all Directors.

**REVIEW:**

This charter will be reviewed and updated every 3 years.