



ASX:JYC

Nomination Committee Charter

This charter sets out the framework and responsibilities for the Nomination Committee (the **Committee**), which the Board of directors of Joyce Corporation Ltd (the **Company**) has established in accordance with the Constitution of Joyce Corporation Ltd.

1. Roles and Responsibilities

- a) The role of the Committee is to review and make recommendations to the Board with respect to:
 - i. Board composition, competencies and diversity;
 - ii. Succession planning for the Board and CEO, director induction programs and continuing development;
 - iii. Appointment and termination of the CEO, COO, CFO and Company Secretary and other designated senior executive positions;
 - iv. The process for evaluating the performance of the Board, the committees of the Board and individual directors;
 - v. Board appointments, re-elections and terminations;
 - vi. Director independence; and
 - vii. Other matters referred to the Committee by the Board.
- b) Without limiting its role, the specific duties and responsibilities of the Committee include the following:
 - i. Reviewing and making recommendations in relation to Board composition, competencies and diversity:
 - o Periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Joyce Group and assessing the skills currently represented on the Board.
 - o Regularly reviewing and making recommendations to the Board regarding the structure, size and composition (including the mix of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole.
 - o Developing strategies to address Board diversity.
 - ii. Developing and reviewing Board succession plans, director induction programs and continuing development:
 - o Considering the succession plans of the Board (including the role of the Chair of the Board), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity over time.
 - o Identifying existing directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution of Joyce Corporation Ltd and the ASX Listing Rules.
 - o Overseeing the process of recruiting new directors, including evaluating the balance of skills, experience, independence and diversity on the Board.
 - o Developing director induction programs that are undertaken by each new director and reviewing the effectiveness of the program.
 - iii. Ensuring that there is a robust and effective process for evaluating the performance of the Board, the committees of the Board and individual directors:



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- Scheduling at least annually performance reviews of the individual directors and formal performance review of the Board and its committees at least every two years.
 - In relation to any re-appointment of a non-executive director, reviewing the performance of the non-executive director during their term of office.
- iv. Reviewing and making recommendation in relation to Board appointments, re-elections and terminations:
 - Preparing a description of the role and capabilities required for a particular appointment.
 - Identifying suitable candidates to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment.
 - Ensuring that, on appointment, all non-executive directors receive a formal letter of appointment and all executive directors receive a service contract, setting out requisite information, including the time commitment and responsibility envisaged in the appoint and any responsibilities with respect to Board committees or acting in a capacity other than as a director of Joyce Corporation Ltd.
 - Reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities and the process used for appointments.
- v. Overseeing the annual assessment of, and making recommendations to the Board as to, the independence of each director, and overseeing the disclosures made in relation to the independence of each director.
- vi. Reviewing or making recommendations to the Board on matters which the Committee considers necessary or are requested by the Board.

2. Committee Membership and Attendance

- a) The Committee will comprise all Joyce directors.
- b) The committee shall have a Chair (**Committee Chair**) who is preferably an independent Non-Executive Director. Should the preferred Non-Executive Director candidate for the role of Chair be deemed to be not independent, the Committee reserves the right to appoint such a candidate as Chair, as long as the reasons for the candidate being deemed not independent do not create any conflicts of interest.
- c) The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular the Committee may meet with:
 - i. External advisers;
 - ii. Any executive or other employee of the Joyce Group; and
 may do so with or without executive management being present.

3. Committee Meeting Procedure

- a) The Committee is to meet as required by the Committee Chair.
- b) A quorum for a meeting of the Committee is three (3) members.
- c) If the Committee Chair is absent, the Committee members who are present shall elect one (1) non-executive director to chair the meeting.
- d) The Committee will make their own secretarial arrangements.
- e) A copy of the minutes of each meeting of the Committee will be made available to members of the Board subsequent to each meeting.



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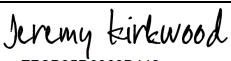
- f) No member of the Committee shall participate in a review of their own performance or re-appointment.

4. Access to Information and Independent Advice

- a) The Committee has the authority to seek any information it requires from any employee or entity of the Joyce Group.
- b) The Committee is authorised to obtain independent professional advice at the Company’s expense, as considered necessary to assist in fulfilling its relevant duties and responsibilities. The Company shall pay all administrative expenses of the Committee, incurred in fulfilling its duties and responsibilities.

5. Review and Assessment

- a) The Board shall assess periodically the effectiveness of the Committee with a view to ensuring that its performance accords with best practice.
- b) The Committee will regularly review the Charter to ensure that it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of Joyce Corporation and the Committee.

DocuSigned by:			
Authorised By	Chair of NOM	 E7CB25D6963B442...	June 2023

Date for next review of this Charter - May/June 2024

