

Nomination Committee Charter

1. Purpose

The Nomination Committee (the **Committee**) is a committee of the Board of Abacus Group (the **Company**). The Committee's primary functions are to:

- assess necessary and desirable competencies of board members;
- review board succession plans;
- evaluate the board's performance; and
- make recommendations for the appointment and removal of directors to the board.

2. Membership and Term

All directors of the Board will be members of the Committee.

A quorum shall be all members of the Board but provided that if Board members are absent a quorum shall be at least three members present and with a majority of independent directors.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the board.

3. Chair

The chair of the Committee will be appointed by the board.

Should the chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to chair that particular meeting.

4. Meetings

The Committee will meet as required. The chair will call a meeting of the Committee if so requested by any member of the Committee.

Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the chair of the meeting, in addition to their deliberative vote, has a casting vote.

5. Scope, Access and Authority

The Committee shall have direct access to the Company's employees and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities.

6. Reporting

Proceedings of all meetings are minuted and signed by the chair or the chair of the Committee. Minutes of all Committee meetings are provided to the next board and Committee meeting.

7. Responsibilities

7.1 Nomination responsibilities

The duties of the Committee in relation to nomination matters include:

- making recommendations to the board about the appropriate size and composition of the board;
- setting a formal and transparent procedure for selecting new directors for appointment to the board;
- developing criteria for selection of candidates for the board in the context of the board's existing composition and structure;
- making recommendations to the board on the appointment and removal of directors;
- developing a plan for identifying, assessing, and enhancing director competencies;
- developing a succession plan for the board and regularly reviewing the plan to ensure that the plan maintains an appropriate mix of skills, experience, expertise and diversity on the board;
- reviewing the time required from a non-executive director and whether directors of the board are meeting this requirement; and
- ensuring that there is an appropriate induction program in place for new directors and members of senior management and reviewing its effectiveness.



8. Review of Charter

This charter is reviewed annually to ensure it remains consistent with the board's objectives and responsibilities.

9. Document Control

Effective: 31 October 2022

ABG Board approved: 31 October 2022

