



REDHILL EDUCATION

**RedHill Education Limited
(ACN: 119 952 493)**

NOMINATION COMMITTEE CHARTER

1 Purpose of Charter

The Nomination Committee Charter sets out the membership, responsibilities, authority and operations of the Nomination Committee (the 'Committee') of RedHill Education Limited.

2 Authority

2.1 The Committee is appointed by the Board of Directors of RedHill Education Limited and is formed for the purpose of reviewing the selection and appointment practices of RedHill Education Limited, and the processes for evaluating and making recommendations to the Board in connection with:

- the composition, structure, operation and performance of the Board;
- the composition, structure, operation and performance of the Board Committees; and
- the performance of the Chief Executive Office/Managing Director and senior executives.

2.2 The Committee is responsible for the recommendation to the Board of new Board members, chief executive officer and senior executives.

Independent Experts

2.3 The Committee is authorised to appoint any independent experts, including recruitment firms, to enable it to carry out its responsibilities.

Delegation of Authority to a Sub-Committee

2.4 The Committee may delegate authority to sub-committees comprised of one or more members of the Committee. Any such sub-committee shall have the full power and authority of the Committee, subject to the terms of its delegated authority.

3 Composition

Membership

3.1 The Committee must consist of a minimum of three members. All members must be independent non-executive Directors.

Periodic rotation of members

3.2 If the membership of the Committee is comprised of less than all of the non-executive directors, periodic rotation of the members is to be encouraged. No more than one member should leave the Committee pursuant to rotation in any one year.

Appointment

3.3 The Board may appoint, remove or replace the members of the Committee.

Chairman

3.4 The Chairman of the Committee:

- will be appointed by the Board;
- must be an independent non-executive Director; and
- may be the Chairman of the Board.

3.5 Should the Chairman be absent from a meeting and no acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

4 Meetings

Meetings Other than in Person

4.1 Committee members may attend meetings in person or by electronic means.

Frequency of Meetings and convening of meetings

4.2 Committee meetings must be held at least once annually and more frequently as required.

4.3 The Chairman will convene a Committee meeting on the request of any member of the Committee or on the request of the Chairman of the Board if he/she is not a member of the Committee.

Quorum

4.4 A quorum is present at a Committee meeting if at least 50% of the Directors, who are Committee members entitled to vote on any matter to be considered at the meeting, are present.

Election, re-election or removal of Directors

4.5 Committee members must not be present at any meetings and must not participate in any decision or vote on any resolution of the Committee in relation to their own election, re-election or removal from the position of Director.

Minutes

4.6 Minutes are to be kept of all meetings and circulated to the Board.

5 Attendance at Meetings

5.1 Directors who are not members of the Committee, the Chief Executive Officer and other executives may attend meetings of the Committee at the invitation of the Committee Chairman.

5.2 Other members of management and/or parties external to RedHill Education Limited may be invited to attend all or part of any meeting of the Committee or part thereof.

5.3 The Company Secretary or other delegated person will attend meetings of the Committee and record minutes of the meetings.

6 Amendments to the Charter

6.1 This Charter may be amended by the Board of Directors.

7 Reporting and Assessment

7.1 The Chairman of the Committee will report to the Board as soon as practical after each meeting of the Committee on all matters that should be brought to the attention of the Board. Any recommendations requiring Board approval and/or action and the minutes of the Committee meetings will be presented to the Board.

7.2 This Charter is to be reviewed by the Board to ensure it remains consistent with the Board's objectives and responsibilities.

8 Duties and Responsibilities

8.1 The Committee is responsible for:

- assessing and enhancing the necessary and desirable competencies of the Board and Chairman;
- reviewing the size and composition of the Board, including succession plans to enable an appropriate balance of skills, diversity, experience and expertise to be maintained;
- making recommendations to the Board on the appointment and removal of Directors;
- reviewing a process for the evaluation of the performance of the Board, the Chairman and individual directors;
- evaluating the performance of the Board, its Committees and directors;
- ensuring that there is an appropriate induction process in place for new directors and reviewing its effectiveness;
- reviewing the process for the selection and removal of directors and assessing its effectiveness;
- ensuring there is appropriate succession planning for the Chief Executive Officer and the executive positions reporting to the Chief Executive Officer;
- ensuring adequate senior management succession planning and talent development; and
- making recommendations to the Board on the appointment and removal of the Chief Executive Officer and senior executives.

This Charter is dated 14 October 2016 and supersedes any terms of reference previously in force.