

Nomination Committee Charter

FlexiGroup Limited (the “Company”)

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King & Wood Mallesons
Level 50
Bourke Place
600 Bourke Street
Melbourne VIC 3000
Australia
T +61 3 9643 4000
F +61 3 9643 5999
DX 101 Melbourne
www.kwm.com
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Nomination Committee Charter

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Nomination Committee Charter

1 Purpose and authority

1.1 Purpose

The purpose of this Nomination Committee Charter is to specify the authority delegated to the Nomination Committee (“**Committee**”) by the board of directors of the Company (“**Board**”) and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with the Company’s constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

2 Role of the Committee

The Committee assists and advises the Board on:

- (a) director selection and appointment practices;
- (b) director performance evaluation processes and criteria;
- (c) Board composition; and
- (d) succession planning for the Board and senior management,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills, and in the best interests of the Company as a whole.

3 Responsibilities of the Committee

The Committee is responsible for:

- (a) identifying and making recommendations regarding the necessary and desirable competencies of directors;
- (b) making recommendations regarding the size of the Board so that the size encourages efficient decision making;
- (c) formulating a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (d) developing and reviewing the process for the selection, appointment and re-election of directors as well as:
 - (i) evaluating the balance of skills, experience, independence, knowledge and diversity of directors sitting on the Board; and

- (ii) in light of this evaluation, preparing a description of the role and capabilities required for any particular appointment;
- (e) identifying and making recommendations to the Board for the appointment of new Board member candidates, having regard to their skills, experience and expertise;
- (f) establishing and maintaining a diversity policy to outline the Company's commitment to diversity and inclusion in the workplace as well as:
 - (i) identifying ways to promote a culture supportive of diversity, including recruitment from a diverse pool of candidates;
 - (ii) establishing measurable objectives for achieving diversity across the Company and annually assessing both the objectives and the Company's progress in achieving them;
- (g) developing and reviewing induction procedures for new appointees to the Board to enable them to effectively discharge their duties, including increasing their knowledge about the Company and the industry within which the Company operates;
- (h) developing, implementing and reviewing continuing education measures to enhance director competencies and to update and enhance directors' knowledge and skills including on key developments affecting the Company and the industry and environment in which it operates;
- (i) overseeing the development and implementation of a process for the evaluation of the performance of the Board, Board committees, and directors individually, using both measurable and qualitative indicators;
- (j) reviewing the time required by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;
- (k) reviewing Board and senior management succession plans and processes, including for the CEO and other senior management positions, to maintain an appropriate balance of skills, experience, expertise and diversity;
- (l) reviewing the performance of the chairperson and reporting the results of the evaluation to the Board; and
- (m) reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.

4 Reporting and disclosure

The Committee will make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the directors individually.

The Committee chairperson will attend the Company's annual general meetings and be prepared to respond to any shareholder questions on the Committee's activities.

5 Membership

5.1 Composition and size

The Committee will consist of:

- only non-executive directors;
- a majority of independent directors; and
- at least three members.

The term of service of Committee members will be reviewed by the chairperson of the Committee from time to time, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

Re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

5.2 Chairperson

The chairperson of the Committee must be the Chairman of the Board. The chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairperson for the meeting.

5.3 Secretary

The company secretary is the secretary of the Committee.

5.4 Commitment of Committee members

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

At the first Committee meeting after their appointment and when the Board reviews Committee membership, each Committee member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

6 Committee meetings and process

6.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

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

6.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions. The chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the chairperson of the Board.

6.3 Quorum

Two directors constitute a quorum for meetings of the Committee.

6.4 Attendance by management and advisers

The Committee chairperson may invite the CEO, chief financial officer, other senior managers, directors who are not members of the Committee and external advisers to attend meetings of the Committee.

The Committee chairperson may also invite directors who are not members of the Committee, other senior managers and external advisers to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

6.5 Conflicts

No member of the Committee will participate in the review of their own performance.

6.6 Notice, agenda and documents

The chairperson of the Committee determines the meeting agenda after appropriate consultation.

The Committee secretary will distribute the notice of meeting, the agenda of items to be discussed and any related documents to all Committee members and other attendees before each proposed meeting of the Committee.

6.7 Minutes

The Committee secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

At the discretion of the chairperson of the Committee and members of the Committee, any relevant matters deemed to be of significant importance should be referred to the Board for its consideration and attention.

6.8 Access to information and advisers

The Committee has access to the resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

7 Committee's performance evaluation

The Committee will review its performance from time to time, or whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

8 Review and publication of the charter

The Committee will review its charter from time to time to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.

This charter is available on the Company's website and the key features will be published in the annual report.

Approved by the Board on 20 November 2006 with amendments approved on 15 May 2014.