

## Nominations & Diversity Committee Charter

This Nominations & Diversity Committee Charter (**Charter**) describes the Nomination & Diversity Committee's (**Committee**) role as a Committee of the Board of Fleetwood Limited (the **Company** or **Fleetwood**).

### 1 Role

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The Committee will assist the Board in:

- ensuring that the Board has an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively;
- addressing Board succession matters; and
- ensuring compliance with the Company's obligations under its Diversity Policy.

### 2 Responsibilities

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The Committee will review and make recommendations to the Board in relation to the following:

- Board succession planning generally.
- Induction and continuing professional development programs for Directors.
- The development and implementation of a process for evaluating the performance of the Board, its committees (including the Committee) and Directors.
- The process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, considering the role and capabilities required for a particular appointment.
- The time commitments required of non-executive Directors and whether the requirements are being met.
- The appointment and re-election of Directors.
- Ensuring there are plans in place to manage the succession of the CEO and other senior executives.
- Adopting measurable objectives for achieving diversity throughout the Company and assessing progress towards achieving those objectives.
- Whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.
- Any other matter delegated to the Committee by the Board.

### 3 Committee Members

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The Board will appoint at least three Directors to the Committee and the majority will be independent Directors.

The Chair will be appointed by the Board and will be an independent Director and not the chair of the Board.

The Board will strive to ensure that the Committee has an appropriate diversity of membership to avoid entrenching "groupthink" or other cognitive bias.



The Committee's composition will be reviewed on an annual basis by the Board. However, the Board may in its discretion, remove and replace any of the Committee's members at any time.

#### **4 Committee Meetings**

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The Committee will meet at least twice each year and more frequently if determined appropriate by the Chair of the Committee or the Board. A quorum for a meeting of the Committee is two members.

The Committee's meetings will be regulated in accordance with the Constitution of the Company.

Administrative support will be provided to the Committee by the Company Secretary.

The Committee may invite any Director or senior executive of the Company or any external consultant or adviser to attend the Committee's meetings.

#### **5 Authority of the Committee**

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The Chair will report to the Board and, if appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.

The Committee has the power to seek information, reports and explanations from the Company, including to question any Director or employee of the Company, in connection with the Committee's responsibilities.

If the Committee considers it necessary or appropriate to do so, it can retain external consultants or advisers to provide advice and/or reports to the Committee in discharging its responsibilities, including assisting the Committee in identifying suitable Director nominee candidates.

#### **6 Review**

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The Committee will review the Charter each year to ensure that it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of Fleetwood and the Committee.

This Charter has been approved by the Board and may be reviewed and amended by the Board at any time.

