



BOARD NOMINATION COMMITTEE CHARTER

RELATED POLICIES AND DOCUMENTS:

Board Charter

Board Guidelines for the Operation of the Board of Directors
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Board Risk Committee Charter
--

Board Audit Committee Charter

Board Remuneration Committee Charter
--

Board Guidelines for the Appointment and Selection of Directors

Purpose

This charter sets out the composition, role, responsibilities and administration of the Nomination Committee (“Committee”) of Tox Free Solutions Limited (“Toxfree” or “Company”) within the governance structure of Toxfree and its wholly owned entities (“the Group”).

The Committee has been established by the Board of directors (“Board”) of Toxfree in accordance with the Company’s Board Charter.

The Committee plays a key role in the overview of Board’s membership, structure and renewal.

Structure

The Committee shall be appointed by the Board and shall be composed of:

- Only non-executive Directors
- At least three members, the majority of whom are independent; and
- A Chair, also appointed by the Board, who is one of those independent non- executive Directors.

Meetings

The Committee will meet at least once each year, and at such additional times as the Chair of the Committee shall decide in order to fulfil its duties.

A quorum of any meeting will be a majority of its members.

An agenda and any supporting documentation shall be circulated to members of the Committee a reasonable period in advance of each meeting.

The Company Secretary will be responsible for keeping minutes of the meetings together with copies of all materials put before the Committee.

In addition to the members of the Committee, any other Director’s wishing to be present are entitled to attend the meeting with the approval of the Chair. The Committee may extend an invitation to any person to attend all or part of any meeting it considers appropriate. In particular the Committee may meet with external advisors, any executive or other employee or any other non- executive Director.

The Chair of the Committee should attend the Company’s annual general meeting for the purpose of handling any questions or enquiries of the meeting about the nomination of the Directors.



ROLES AND RESPONSIBILITIES

The Committee will assist the Board in:

- Reviewing the Board composition
- The appointment of the Managing Director
- The appointment of the Company Secretary
- Approving the recommendation for the appointment of key management personnel presented to the committee by the Managing Director
- Performance appraisal of the Board and the Managing Director
- Succession planning for Board and Managing Director
- Approving the recommended succession planning for key management personnel presented to the committee by the Managing Director.

This includes identifying, evaluating and recommending candidates for the Board, the position of Managing Director and the position of Company Secretary .

To achieve the optimal composition of the Board and Board Committees, and the appropriate selection of a Managing Director and Company Secretary the Committee will have regard to:

- Size and composition (Board and Board Committees)
- Ensuring the Board and Board Committees consist of individuals who are best able to discharge the responsibilities of Directors
- The extent to which required skills, experience or attributes are represented; and
- The need to maintain the highest standard of corporate governance.

REVIEW OF CHARTER

This charter shall be reviewed by the Committee on a regular basis and a report provided to the Board, if required, recommending any necessary amendment and additional duties and responsibilities.

Bob McKinnon
Chair

TOX FREE SOLUTIONS LIMITED **DOCUMENT CONTROL INFORMATION:**

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