

## Nomination Committee Charter

### 1 Nomination Committee

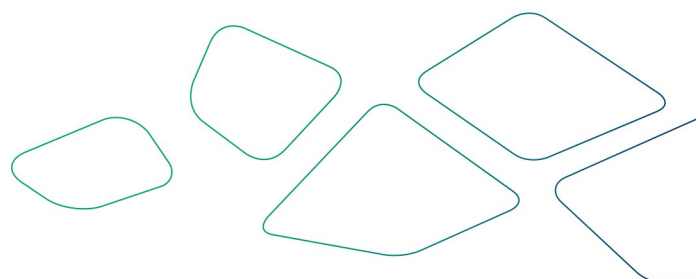
- 1.1 **Scope of Charter.** This Charter sets out the authority, composition, objectives, responsibilities and scope of the Nomination Committee (**Committee**).
- 1.2 **Role of Committee.** The Committee is a committee of PolyNovo's Board of Directors (**Board**). Its role is to assist the Board by making recommendations in relation to Board composition, director appointment and succession planning, committee composition and Board/committee performance evaluation processes. The Board retains ultimate responsibility for all decisions within the Committee's remit.
- 1.3 **Charter Review.** The Committee will review this Charter at least annually and recommend any changes to the Board for approval.

### 2 Membership

- 2.1 **Membership and Composition.** The Committee must:
  - (a) be appointed by the Board;
  - (b) comprise at least three members, a majority of whom are independent non executive directors; and
  - (c) be chaired by an independent non executive director.
- 2.2 **Term of Appointment.** Committee members are appointed for so long as the Board determines and may be removed or replaced by the Board at any time.
- 2.3 **Invitees.** The Committee may invite any person, including members of the executive leadership team, it considers appropriate to attend meetings. Invitees have no voting rights or decision making authority.
- 2.4 **Committee Secretary.** PolyNovo's Company Secretary (or his/her nominee) will act as Committee Secretary.
- 2.5 **Exclusion of Management.** Management may be excluded from all or part of any meeting at the discretion of the Chair, including where the Committee is considering succession planning or performance evaluation outcomes.
- 2.6 **Conflicts.** No Committee member may be present for discussions or decisions relating to their own re-election, performance evaluation or any matter in which they have a material personal interest (except as permitted by law and the Board's conflicts procedures).

### 3 Meetings

- 3.1 **Number of Meetings.** The Committee will meet as often as necessary to discharge its responsibilities effectively, and at least twice per year.
- 3.2 **Use of Technology.** Meetings may be held using any technology that allows members to participate contemporaneously. A member participating in this way is taken to be present.



- 3.3 **Quorum.** A quorum is two members (or a majority of members if greater). Matters are decided by a majority of votes.
- 3.4 **Board Reporting.** The Committee Chair will report to the Board at the next Board meeting on the Committee's activities, findings and recommendations.
- 3.5 **Disclosure.** The Company will disclose, at the end of each reporting period, the number of Committee meetings held and the attendance of each member.

#### 4 Minutes of meetings

- 4.1 **Preparation and Approval of Minutes.** Minutes of each Committee meeting will be prepared by the Committee Secretary and approved by the Committee Chair.
- 4.2 **Circulation of Minutes.** Approved minutes will be circulated to Committee members promptly and included in the papers for the next Board meeting, unless a conflict of interest requires restricted circulation.
- 4.3 **Board Access to Committee Papers.** The agenda and supporting papers of the Committee are available to all directors upon request to the Committee Secretary, subject to conflict-of-interest considerations.

#### 5 Responsibilities – Nomination, Board Composition & Effectiveness

The Committee's responsibilities include reviewing and making recommendations to the Board on:

##### **Board composition, skills and independence**

- (a) The Board's composition, including the balance of skills, experience, independence and diversity necessary to effectively discharge its responsibilities and support the Company's strategy.
- (b) Development and maintenance of a Board skills matrix and periodic assessment of capability gaps (including future needs as the Company evolves).
- (c) The independence of directors and the process for assessing and disclosing director independence.

##### **Director appointment, re-election and succession**

- (a) The process for identifying, assessing and recommending candidates for appointment to the Board, including the use of external search support where appropriate.
- (b) Recommendations regarding the re-election of directors and succession planning to support orderly Board renewal and continuity.
- (c) Succession planning for the Board Chair and committee chairs.
- (d) Succession planning for the CEO and senior executives may be considered where requested by the Board (noting remuneration outcomes remain within the Remuneration Committee's remit).

##### **Induction and professional development**

- (a) Director induction programs (including appropriate governance, financial, operational, risk and regulatory briefings).
- (b) Ongoing professional development for directors to maintain capability and currency.

### **Board, committee and director performance evaluation**

- (a) The framework and process for evaluation of the performance of the Board, its committees and individual directors, including the timing, methodology and use of external facilitators where appropriate.
- (b) Reviewing evaluation outcomes and recommending improvement actions to the Board (while maintaining appropriate confidentiality).

### **Committee structure and membership**

- (a) Board committee structure, charters and allocation of responsibilities between committees, including recommendations on committee membership and chairing.

### **Diversity (Board and governance focus only)**

Oversight of Board-level diversity objectives and progress (including measurable objectives and disclosure requirements, where applicable), and recommending actions to improve Board diversity and succession outcomes.

## **6 Access to information and independent advice**

- 6.1 **Right to Information.** The Committee has authority to seek any information it requires from management, and all employees must comply with such requests.
- 6.2 **External Advice.** The Committee may engage independent external advisers (including governance, recruitment, search, legal or other experts), locally or internationally, on terms approved by the Committee, at the Company's expense.

## **7 Approval and adoption**

This Nomination Committee Charter was approved by the Board on 28 April 2026. Any amendments to this Nomination Committee Charter are subject to approval by the Board.