Governance and Nomination Committee Charter

AEMS | Company Secretariat | Other

Purpose and Scope

Use this document to define the role, structure and responsibilities of the **Governance and Nomination Committee** of the **Board of Directors** of Amplitude Energy Limited (**Amplitude Energy**).

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1.0 Objective

The Governance and Nomination Committee (**Committee**) has been established by the Board to assist in fulfilling its corporate governance and oversight responsibilities in relation to:

- The structure and composition of the Board.
- The performance of the Board, Board Committees, and individual Directors.
- The effectiveness of Amplitude Energy's governance policies and practices.

The Committee identifies risks within its areas of responsibility and oversight and advises the Audit and Risk Committee for integration into the enterprise risk framework. The ultimate responsibility for, and power to make, company decisions remains with the full Board.

Amplitude Energy will provide the Committee with resources and information, including access to management to enable the Committee to undertake its duties. The Committee is authorised, on approval from the Chair of the Board, to obtain independent advice and institute investigations as it considers necessary or appropriate to fulfil its duties.

1.1 Related Content

- **Audit and Risk Committee Charter (CMS-GV-CHT-0001)**
- **Board Charter (CMS-GV-CHT-0002)**
- **Technical and Sustainability Committee Charter (CMS-RM-CHT-0001)**
- **People and Remuneration Committee Charter (CMS-HR-CHT-0001)**

2.0 Terms of Reference

2.1 Membership and Meetings

- The Committee will comprise at least 3 non-executive directors appointed by the Board, the majority of whom will be independent directors
- Between its members, the Committee will have sufficient expertise and understanding of corporate governance to be able to discharge the Committee's responsibilities.
- The Board will appoint the Chairman of the Board as Chair of the Committee. However, a separate Chair may be appointed if and when the Committee is dealing with the appointment of a successor to the Chairman.
- The Committee may form sub-committees to make recommendations to the Committee.
- The Committee will meet at least once each year, with additional meetings to be held as the Committee Chair determines.
- Meetings of the Committee will be convened and conducted on the same principles as those that apply to the Board pursuant to the Constitution, except as otherwise provided in this Charter.
- The Committee may invite any director, executive, other staff member or external advisers, to attend all or a part of a meeting of the Committee.
- A quorum for a meeting of the Committee will be a majority of members of the Committee. All matters will be decided by a majority of votes of members present.
- The Company Secretary or nominee will act as Secretary to the Committee and define the requirements of the business process described by this Charter.
- Minutes of Meetings of the Committee will be distributed at the next meeting of the Committee and made available to all Board members.
- The Committee will report to the Board on all actions and recommendations of the Committee and other such matters as the Committee considers necessary or appropriate at the next Board meeting.

2.2 Responsibilities and Authority

The Committee is responsible for matters referred to it by the Board and exercises judgement in prioritising and addressing its responsibilities. The Committee's principal ongoing responsibilities are outlined below.

2.2.1 Selection and Nominations

The Committee reviews and makes recommendations to the Board on the appointment, re-election, and retirement of Directors. A range of criteria, including experience, professional skills, personal qualities, and availability, are considered in connection with the appointment of Directors so as to constitute a Board with a desirable mix of skills and diversity.

The Committee will develop and review a board 'skills matrix' to ensure that the composition of the Board covers the skills needed to address existing and emerging risks, business and governance issues, relevant to Amplitude Energy.

Where required by the Board, the Committee will conduct searches for new Board members and recommend preferred candidates to the Board.

2.2.2 Succession Planning

The Committee considers succession planning of Directors and the Managing Director.

2.2.3 Induction and Professional Development

The Committee oversees an induction program for new Directors and considers the training and development needs of Directors, to ensure Directors have and maintain the necessary skills and knowledge required to effectively fulfil their role on the Board and its Committees.

2.2.4 Performance Evaluation

The Committee develops and implements the processes for evaluating the performance of the Board, its Committees, and individual Directors.

2.3 Governance

Corporate governance is 'the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in corporations. It encompasses the mechanisms by which companies, and those in control, are held to account.'

The Committee monitors and informs the Board regarding the effectiveness of Amplitude Energy's corporate governance, including by:

- Reviewing and considering compliance by Amplitude Energy with the Corporate Governance Principles and Recommendations (as applicable from time to time).
- Reviewing Amplitude Energy's annual ASX Corporate Governance Statement (reporting on compliance with the Corporate Governance Principles and Recommendations referred to above) (**CGS**), and recommending the CGS to the Board for approval.
- Monitoring significant developments in relevant corporate governance laws and practices, and making recommendations to the Board as appropriate.
- Annually reviewing Amplitude Energy's corporate governance policies, Committee charters and shareholder meeting practices, and making recommendations to relevant Committees and the Board as appropriate.
- Periodically reviewing the effectiveness of Amplitude Energy's continuous disclosure practices, and the effectiveness, quality and timeliness of reporting by management to the Board.

2.4 Board Committees

The Committee will annually review each other Amplitude Energy Board Committee's role and responsibilities and evaluate the effectiveness of that Committee's performance, and making recommendations to the Board as appropriate.

2.5 Independence

The Committee will assess, and make recommendations to the Board in relation to, the independence of non-executive Directors on appointment and during that Director's term, including upon disclosure of relevant interests or relationships by that Director.

2.6 Review

The Board will annually review this Charter, the Committee's role and responsibilities and evaluate the Committee's performance, making recommendations to the Board as appropriate