



# Fatfish Internet Group Limited

## Nomination Committee Charter

24 April 2015

### 1. INTRODUCTION

The purpose of the charter is to document the objectives, responsibilities, and administration of the Nominations Committee which are delegated to the committee by the Company Directors Board.

### 2. OBJECTIVES

The objectives of the Nomination Committee are to determine the pipeline of director nominees for election to the Board of Directors, to identify and recommend candidates to fill vacancies occurring at the end of any Directors' tenure and casual vacancies between annual shareholder meetings. To review, evaluate and recommend changes to the Company's Corporate Governance Guidelines.

### 3. RESPONSIBILITIES

The Committee's responsibilities will determine an appropriate and transparent process is in place for the effective succession planning and renewal for the Board, Board Committees.

Subject to the provisions of the Corporate Governance Guidelines, the principal responsibilities and functions of the Nomination Committee are as follows:

- . Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of members of the organisation;
- . Annually present to the Board a list of individuals recommended for nomination for election to the Board and for appointment to the committees of the Board (including this Committee);
- . Before recommending an incumbent, replacement or additional director, reviewing his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
- . Assist in identifying, interviewing and recruiting candidates for the Board;
- . Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed;

- . Develop and periodically review and recommend to the Board appropriate revisions to the Company's corporate governance framework, including its Constitution, Bylaws, and Corporate Governance Policies;
- . Monitor compliance with the Corporate Governance Policies;
- . Regularly review and make recommendations about changes to the charter of the Nominations Committee; and
- . Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.

The committee also examines any other matters referred to it by the Company Directors Board.

#### **4. ADMINISTRATION**

Membership and attendance at meetings

- . the chair of the committee is appointed by the Board
- . up to three (3) other members of the committee are appointed by the board.
- . a quorum of the committee is any two (2) members of the committee
- . the committee may invite other people to attend committee meetings, as it considers necessary, and from time-to-time request presentations from internal and external advisers at its meetings
- . the secretary of the committee is the Company Directors- Company Secretary, or another person nominated by the committee chair.
- . the Board may remove any member from the Committee at any time with or without cause.

#### **Meetings of the committee**

- . meetings are held not less than once a year, and special meetings may be convened as required
- . meetings may be held in person, by telephone or by video conference, or by any combination of these media
- . the secretary takes the minutes of the proceedings of all committee meetings
- . it is expected that regular reports be received by the board on matters considered by the committee.

#### **Authority**

The board authorises the committee within the scope of its responsibilities to:

- . seek any information it requires from any employee or external party



- . obtain outside legal or other independent professional advice
- . request the attendance of any external party with relevant experience and expertise.

### **Board reporting**

The committee reports to the board as necessary after each meeting and circulates the minutes to the board as soon as practicable.

### **Review of charter and composition**

The board annually reviews the composition of the committee and approves the committee charter.