

Nomination Committee Charter

1. Purpose of the Charter

- 1.1. The Nomination Committee ('Committee') is a committee of the Field Solutions Group Limited Board ('Board').
- 1.2. This Charter sets out the role and responsibilities, composition and operation of the Committee.

2. Role and Responsibilities

- 2.1. The Board has delegated responsibility to the Committee to conduct detailed examination of certain nomination matters which may require approval by the Board.
- 2.2. The Committee is responsible for reviewing and making recommendations to non-executive directors on the Board and Board Committees on the following matters:
 - a) process for nomination and selection;
 - b) necessary and desirable competencies and experience;
 - c) performance, and the process to review director contributions;
 - d) succession plans as well as plans to manage the succession of the CEO;
 - e) the independence of non-executive directors, including by an annual formal assessment using defined criteria of independence and materiality;
 - f) induction programs as well as continuing professional development opportunities for nonexecutive directors; and
 - g) gender diversity.

3. Composition and Operation

- 3.1. The members of the Committee are appointed by the Board.
- 3.2.
 - a) The Committee will consist of at least three members.
 - b) A majority of the Committee, including the Committee Chairman, are independent nonexecutive directors.
 - c) The Committee will elect its own chairman.
- 3.3. The Committee shall meet at least two times per annum and more frequently as required.
- 3.4. A quorum shall be at least two members or any greater number determined by the Board.

4. Access and Advisers

- 4.1. The Committee has unrestricted access to all records and staff of FSG Group and has the right to seek explanations and additional information from Management and auditors.

- 4.2. The CEO and other senior management and the Company Secretary may attend Committee meetings if requested by the Committee chairman.
- 4.3. The Committee Chair will directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

5. Relationship with other FSG Limited Governance Forums

- 5.1. The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.
- 5.2. FSG directors who are not Committee members may attend Committee meetings.
- 5.3. The Committee will also provide reporting to Board Committees (as appropriate) on nomination matters which have been delegated to it or which are relevant to those bodies. These reports may be verbal.

6. Review

- 6.1. The Committee will review its Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
- 6.2. Amendments to the Charter are to be approved by the Board.