

NOMINATIONS AND DIVERSITY COMMITTEE CHARTER

This charter sets out the objectives, framework and responsibilities for the Nominations and Diversity Committee (**Committee**) which the board of directors (**Board**) of Fleetwood Corporation Limited (**Company**) established on 1 January 2018.

Role

The role of the Committee is to review and make recommendations to the Board in relation to:

- Board composition, competencies and diversity;
- Succession planning for Board, Managing Director, and key senior executives;
- Evaluating director, Board and committee performance;
- Board appointments, re-elections and terminations;
- Director induction and continuing development;
- Ensure Company compliance with obligations under its Diversity Policy; and
- Other matters referred to the Committee by the Board.

Responsibilities

Without limiting its role, the responsibilities of the Committee include the following:

Board Composition, Competencies, and Diversity

- Regularly assess the skill set of current directors/committees, having regard to the strategic direction and diversity aspirations of the Company.
- Regularly review the structure, size, mix of skills, diversity, knowledge and experience of the Board, and the effectiveness of the Board as a whole.
- Regularly assess the independence of each non-executive director.

Succession planning

Develop and review succession plans for the Board (including the role of the Board Chair, Managing Director, and other key executives), so that an appropriate mix of skills, diversity, knowledge, experience, and independence is maintained.

Performance evaluations

- Ensure that processes are in place for evaluating the performance of the Board, committees, and individual directors.
- Annually review the performance of individual directors, and the performance of the Board and committees.

- Review the time commitment required by non-executive directors and whether the time commitments are being met.

Board appointments, re-elections, and terminations

- Oversee the formal search and selection process for new Board candidates:
 - Evaluate the balance of skills, experience, independence, and diversity on the Board;
 - Identify and assess candidates or engage independent third-party consultants to identify possible Board candidates to fill Board vacancies, as and when required for Board approval;
 - Prepare role descriptions and required capabilities;
 - Assist with interviewing potential candidates;
 - Ensure pre-appointment probity and risk checks have been undertaken; and
 - Recommend candidates for election to the Board.
- Identify existing directors who are due for re-election by rotation.
- Prior to recommending an incumbent director's re-election to the Board, review and assess the director's qualifications, experience, capability, ability to serve, conflicts of interest, and other relevant factors.
- Confirm key terms of non-executive director letters of appointment and Managing Director's employment contract.

Director Induction and Continuing Development

- Ensure new directors participate in the Company's induction program, and review the effectiveness of the program.
- Ensure all directors are provided with on-going access to the Company's operations, personnel, and information to enable them to operate effectively.
- Ensure all directors are provided with professional development opportunities to enable them to develop and maintain their skills and knowledge.

Diversity

The Committee will:

- Review the Company's diversity policy;
- Develop and annually review the Company's diversity strategy;
- Establish and monitor measurable objectives for achieving diversity;

- Assess and report to the Board at least annually on the objectives of the diversity strategy and progress achieved.

Other matters referred to the Committee by the Board

The Committee will review or make recommendations to the Board on matters which the Committee considers necessary, or are required by the Board.

Committee Membership and Attendance

The *Committee*:

- will comprise all non-executive directors;
- shall have a chair who is independent, which will not be the Board Chair;
- may invite other persons to attend meetings as deemed appropriate; and
- may take independent advice as it considers necessary.

Committee Meetings

- The Committee must meet at least three times each year, or as otherwise required by the Committee chair.
- A quorum for a meeting of the Committee is two members.
- If the Committee chair is absent, the Committee members who are present shall elect one of their number to chair the meeting.
- The Company Secretary will act as secretary to the Committee, unless otherwise determined by the Committee.
- A copy of the minutes of the meeting of the Committee will be made available to all members of the Board.
- No Committee member shall participate in a review of his or her own individual performance, re-election, or independence.

Access to Information and Independent Advice

- The Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities.
- The Committee is authorized to obtain independent professional, legal, recruitment or other advice as it considers necessary or appropriate at the Company's expense.

Review of Charter

The Committee reviews this Charter annually to ensure it remains consistent with the Committee objectives, roles and responsibilities, and relevant corporate governance standards and recommends any changes it considers necessary to the Board.