

ZELIRA THERAPEUTICS LIMITED

Corporate Governance Policies

Nomination Committee Charter

**Adopted by the Board on 21 July
2020**

1. Composition

The full Board presently performs the function of a Nomination Committee. A separate Nomination Committee may be established when appropriate, as the Company's activities develop in size, nature and scope, and where increased efficiency and effectiveness can be derived from having a separate committee.

From time to time, non Board members may be invited to attend Board meetings when nomination matters are being discussed, if it is considered appropriate.

2. Role

The Board's function as a Nomination Committee is to examine the selection and appointment practices of the Company.

3. Operations

The full Board shall consider nomination matters in its capacity as a Nomination Committee as part of general meetings of the Board as required. Minutes of the consideration of such matters are to be kept as part of the minutes of the general meeting of the Board.

4. Responsibilities

4.1 Size and Composition of the Board

To ensure that the Board has the appropriate blend of directors with the necessary skills, expertise, relevant industry experience and diversity, the Board shall:

- (a) regularly review the size and composition of the Board and consider any appropriate changes;
- (b) identify and assess necessary and desirable Director skills and competencies and provide advice on the skills and competency levels of directors with a view to enhancing the Board (including update and disclose a skills matrix);
- (c) periodically reviewing if existing Directors need to undertake professional development to maintain the skills and knowledge needed to perform their roles effectively;
- (d) make recommendations on the appointment and removal of Directors;
- (e) make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election;
- (f) regularly review the time required from Non-Executive Directors and whether Non-Executive Directors are meeting that requirement;
- (g) regularly review the Company's Diversity Policy and make decisions as to any strategies required to address Board diversity; and
- (h) regularly review and consider and note the relative proportion of women and men at all levels of the economic group controlled by Company.

4.2 Selection Process of new Directors

The Board shall review the Company's Policy and Procedure for Selection and Appointment of Directors and the Company's Diversity Policy. Such procedure should be transparent to promote investor understanding and confidence in the process.

The Board is empowered to engage external consultants in its search for a new Director, particularly as a means to increase the presentation of candidates which meet the requirements and targets set pursuant to the Company's Diversity Policy.

The initial appointment of a new Director is made by the Board. The new Director will be required to stand for election at the Company's next general meeting.

Where the Company makes a provisional appointment of a director or senior executive (**Interim Director**), it should ensure that the Interim Director signs an undertaking indicating that they will resign should the Company receive any outstanding background check that the Company considers to be unsatisfactory.

4.3 Performance Appraisal Competency

The Board shall:

- (a) develop a process for evaluation of the performance of the Board, Board committees (if any), and when deemed appropriate by the Chair, individual Board members in accordance with the Company's Process for Performance Evaluation;
- (b) implement ways of enhancing the competency levels of Directors;
- (c) consider and articulate the time required by Board members in discharging their duties efficiently;
- (d) undertake continual assessment of Directors as to whether they have devoted sufficient time in fulfilling their duties as Directors;
- (e) develop a process for, and carry out, an evaluation of the performance of the Managing Director in accordance with the Company's Process for Performance Evaluation;
- (f) review and implement the Company's induction program;
- (g) ensure new Directors participate in the induction program; and
- (h) provide all Directors with access to ongoing education relevant to their position in the Company, including education concerning key developments in the Company and in the industry and environment within which it operates.

4.4 Succession Plans

The Board shall review the Company's succession plans. Succession plans are to assist in maintaining the appropriate mix of skills, experience, expertise and diversity on the Board.

5. Authority and Resources

The Board may, when it considers it necessary or appropriate, seek advice from external consultants or specialists.