

Nomination Committee

InvoCare Limited

Committee Charter

1 INTRODUCTION

The Nomination Committee (the “Committee”) is a committee of the Board of directors of InvoCare Limited (“Company”) established under article 10.6 of the Company’s constitution.

This Charter sets out the role, responsibilities, composition, operation and authority of the Committee.

In this Charter, the Company and its subsidiaries are collectively called the “Group”.

2 ROLE

The role of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to corporate governance procedures of the Group and the composition and effectiveness of the Board. In particular, the Committee is responsible for undertaking an annual performance review of the full Board, its Committees and of the Chairman, including:

- 1) reviewing director competence standards;
- 2) making recommendations to the Board on the skills matrix required of the Board;
- 3) reviewing Board succession plans;
- 4) evaluating the Board’s performance;
- 5) making recommendations for the appointment and removal of directors to the Board; and
- 6) reviewing the corporate governance procedures of the Group with respect to ASX Corporate Governance Council Principle 2 “Structure the board to add value”.

3 RESPONSIBILITIES

In fulfilling its role, the Committee will:

- 1) assess the necessary and desirable competencies of Board members – including an evaluation of the range of skills, expertise and experience on the Board before identifying and recommending a candidate for appointment who will best increase the effectiveness of the Board;
- 2) review Board and CEO succession plans – ensuring that plans are in place to maintain an appropriate balance of skills, experience and expertise on the Board and with the CEO;
- 3) evaluate the Board and committees’ performances – including both a review of the size and composition of the Board and committees and also the effectiveness of the Board and Committees to ensure that the Board is making decisions expediently, with the benefit of a variety of perspectives and skills;
- 4) consider the appointment and removal of directors – if a need for a new Board member is identified, selecting a new Director who can contribute additional skills and experience, particularly having regard to the Group’s size and its various businesses. The Board looks for candidates with a proven ability to make a contribution to the Board’s strategy, policies, stewardship and effectiveness. The Board may seek assistance from external independent consultants when considering the appointment of directors; and
- 5) ensure that an effective induction process is in place for new directors and members of senior management, and review its effectiveness.

The names of candidates submitted to shareholders for election are accompanied by key supporting information including biographical details, qualifications and competencies, directorships and other relevant business relationships, including any relationships which might involve or be perceived to

involve the Group, the term of office currently served by directors subject to re-election, and other particulars required by law.

A Director is engaged by way of Letter of Appointment. This specifies the key terms of the relationship including the term of appointment, remuneration, trading and notification policy as regards company shares, disclosure of directors' interests and matters that affect independence, general duties, responsibilities and obligations. It includes details of access to independent professional advice, as well as indemnity and insurance arrangements.

The Chairman annually assesses the performance of individual Directors and meets privately with each director to discuss this assessment. The Committee also coordinates the Board's annual review of the Chairman. Directors conform to the Board's agreed performance criteria for directors.

4 MEMBERSHIP

The Committee shall consist of the non-executive directors, all of whom must be independent directors. The Chief Executive Officer (the "CEO") attends by invitation.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

The Chairman of the Committee will be the person appointed as Chairman of the Board of Directors.

5 MEETINGS

The Committee meets once each year and more regularly as required.

A quorum is a minimum of two members, both of whom must be independent, non-executive directors.

Except as otherwise stated in this Charter, the meetings will be conducted in the same manner and rules as Board meetings.

Any Board member who is not a member of the Committee may attend meetings of the Committee.

The Committee may request attendance of management or any other parties at its meetings.

A member of the Committee is not entitled to be present at a meeting when his/her performance is being evaluated, unless otherwise invited to do so by the Committee.

6 ANNUAL REVIEW

When appropriate, but at least on an annual basis, the Committee shall review this charter and, if necessary, recommend changes to the Board.

7 AUTHORITY

The Committee has the authority from the Board to review and investigate any matter within the scope of its Charter and make recommendations to the Board in relation to outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.

The Committee has unrestricted access to employees, records, internal and external auditors, tax and other financial or legal advisers engaged by the Group. The Committee is authorised to take advice from any external parties as appropriate and at the Group's expense, as approved by the Board Chairman.

8 REPORTING TO THE BOARD

The Committee must promptly provide the Board with minutes of its meetings and for inclusion in the Board papers of the next Board meeting.

The Committee must also report to the Board in relation to all matters relevant to the Committee's role and responsibilities set out in this Charter.