

The Nomination Committee (**Committee**) is a committee of the Board of OZ Minerals Limited (**OZ Minerals** or the **Company**¹). This Charter sets out the responsibilities delegated by the Board to the Committee and the Committee's purpose, authority, responsibilities, composition and operation.

1. Purpose and role

- 1.1. As a Committee of the Board we are led by the Company's purpose of *going beyond what's possible to make lives better*.
- 1.2. The Committee's role is to support and advise the Board on matters relating to the structure, composition and performance of the Board, and the planning for Managing Director and CEO (**MD & CEO**) succession.
- 1.3. The Committee is established in accordance with the Company's Constitution.

2. Authority

- 2.1. The Committee is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities.
- 2.2. The Committee has the authority and power to exercise the role and responsibilities set out in this Charter and under any separate resolutions of the Board from time to time, and to make recommendations to the Board.
- 2.3. The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

3. Responsibilities

The Committee has the following responsibilities:

3.1. Size and Composition of the Board

- (a) Develop a skills matrix for recommendation to the Board setting out the appropriate mix of expertise, skills, diversity and experience required on the Board and review and make recommendations to the Board on the skills matrix at such times considered appropriate by the Committee and the Board.
- (b) Assess the extent to which the required skills in the skills matrix are represented on the Board.
- (c) Determine whether the composition and mix remain appropriate for the Company's strategy and covers the skills needed to address existing and emerging business and governance issues relevant to the entity. Make recommendations to the Board regarding the size and composition of the Board.

¹ In this Charter a reference to OZ Minerals or the Company includes OZ Minerals' subsidiaries, as the context requires.

- (d) Ensure that each individual recommended for appointment to the Board as a Non-Executive Director has expressly acknowledged that he or she will devote sufficient time to fulfil the responsibilities and duties expected of him or her.

3.2. Board renewal

- (a) Establish processes for the development and review of succession plans for the Board and the Chairman, taking into account the Company's current business operations, future strategy and existing and emerging business and governance issues relevant to the Company, and the expertise, skills, diversity and experience of Directors currently on the Board and which may be required on the Board in the future.
- (b) Review the nominations for appointed Non-Executive Directors who wish to be elected or re-elected to the Board by shareholders, and make recommendations to the Board as to whether the nomination or re-nomination of the relevant candidate or director should be supported, in each case in the absence of any Non-Executive Director that is the subject of the nomination or re-nomination.

3.3. Board Performance

- (a) Oversee a process for evaluating the performance of the Board, Board Committees, and individual Non-Executive Directors.
- (b) Ensure that an effective and up to date induction program for new Directors and professional development program for Directors, and a plan, as required for enhancing Directors' skills and competencies, taking into account Company's current business operations, future strategy and existing and emerging business and governance issues relevant to the Company.

3.4. MD & CEO Succession Process

- (a) The Committee will oversee and make recommendations to the Board in relation to succession planning selection process for the MD & CEO, taking into account the Company's current business operations, future strategy, and existing and emerging business and governance issues relevant to the Company.

3.5. Other matters

- (a) Make recommendations to the Board on appointments and revocations of appointments to Board Committees, including Chairman of Board Committees.

4. Policy and Procedure for Selection and Appointment of new Directors

- (a) In addition to any protocol agreed by the Committee, factors to be considered when reviewing a potential candidate for Board appointment include:
 - (i) the expertise, skills, experience, personal qualities and attributes that will best ensure Board effectiveness;
 - (ii) the diversity of the Board composition;
 - (iii) the capability of the candidate to devote the necessary time and commitment to the role; and
 - (iv) potential conflicts of interest and independence.
- (b) With respect to the selection of candidates for the Board for recommendation to the Board, the Committee will:

- (i) identify any 'gaps' in the skills and experience of the Directors on the Board as against the Board's skills matrix;
 - (ii) take into consideration OZ Minerals' Diversity Policy in selecting new Directors for the Board;
 - (iii) obtain assistance from professional intermediaries to identify, evaluate and assess the suitability of Board candidates, as appropriate;
 - (iv) undertake appropriate checks in respect of each candidate (including as to the person's character, experience, education, criminal record and bankruptcy history); and
 - (v) assess whether candidates for appointment, having regard to other commitments, can meet the time commitments of Non-Executive Directors on the Board and its Committees.
- (c) OZ Minerals will enter into a written agreement or letter of appointment with each Director.

5. Composition

- 5.1. The Committee shall consist of at least three members, all of whom are Non-Executive Directors and a majority of whom must be independent Non-Executive Directors.
- 5.2. The Chairman of the Committee:
- (a) will be the Chairman of the Board unless the Board determines otherwise;
 - (b) must be a member of the Committee; and
 - (c) must be an independent Non-Executive Director, as determined by the Board having regard to the ASX Corporate Governance Principles & Recommendations.
- 5.3. The Company Secretary will be the secretary of the Committee.
- 5.4. A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair or the Board.

6. Meetings

- 6.1. The Committee will meet at least twice annually or as frequently as is required to undertake its role effectively.
- 6.2. The Chairman will call a meeting of the Committee if so requested by any Committee member, the MD & CEO or the Company Secretary.
- 6.3. At least three days' notice of each meeting confirming date, time, venue and agenda (including any supporting papers) shall be forwarded to each member of the Committee.
- 6.4. The quorum necessary for a meeting of the Committee will be two members. In the absence of the Chairman, Committee members will elect an independent Non-Executive Director to act as Chairman for that meeting. In the case of an equality of votes, the Chairman of the Committee will have a second or casting vote, provided two or more of the members present are entitled to vote.
- 6.5. Members of the Board may attend meetings of the Committee and, subject to clause 6.6, the MD & CEO will attend meetings ex officio. The Committee may invite other individuals to attend meetings of the Committee, as it considers appropriate, subject to clause 6.6.

- 6.6. The Committee will meet without the MD & CEO or any member of the Executive Leadership Team being present if the Chairman or the Committee considers it appropriate that members of Management not be in attendance.
- 6.7. The Company Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.
- 6.8. The Committee will develop an annual program to meet its responsibilities.

7. Reporting

- 7.1. The Chairman, or his or her nominee, will report the findings and recommendations of the Committee to the next Board meeting after each meeting of the Committee.
- 7.2. The minutes of all Committee meetings will be circulated to members of the Board by the Company Secretary.
- 7.3. The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

8. Access

- 8.1. The Committee has unrestricted access to the Company's employees and records, that it considers relevant to its responsibilities. The Committee has rights of access to Management and to auditors (external and internal) without Management present, and rights to seek explanations and additional information from both Management and auditors.
- 8.2. The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its Charter.

9. Committee Performance

- 9.1. The Chairman of the Committee shall report to the Board on the Committee's performance on an annual basis. The performance of the Committee will be measured against this Charter and other relevant criteria as approved by the Board.

10. Review

- 10.1. The Committee will review this Charter annually or as often as it considers necessary.
- 10.2. The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.

Date approved	18 February 2022
Contact	Company Secretary