

## STEMify Limited - Nomination Committee Charter

### 1 Composition

The full Board carries out the duties that would normally fall to a Nomination Committee.

### 2 Role

The role of the Nomination Committee is to determine the state of director nominees for election to the Board, to identify and recommend candidates to fill casual vacancies.

### 3 Operations

The committee is to meet at least annually and otherwise as required. Minutes of all meetings of the committee are to be kept.

### 4 Responsibilities

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- to provide new directors with an induction to the Company;
- to provide all directors with access to ongoing education relevant to their position in the Company;
- advise on new appointments and assist with selection of new Board members;
- provide a succession plan for directors and managing director;
- review time required for non-executive directors to perform their duties;
- annually prepare a list of individuals recommended for nomination for election or re-election to the Board at the annual meeting of shareholders;
- before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
- assist in identifying, interviewing and recruiting candidates for the Board;
- annually review the composition of each committee and present;
- recommendations for committee memberships to the Board as needed;