

TERMS OF REFERENCE | FEBRUARY 2021

NOMINATIONS COMMITTEE

PURPOSE AND CORE RESPONSIBILITIES

The Nominations Committee ('the Committee') is a Committee of the Orica Limited Board created to assist the Board in the effective discharge of its responsibilities in relation to:

- Board succession, composition and training and development;
- Managing Director & CEO succession; and
- Board, Committee and Director performance.

BOARD SUCCESSION, COMPOSITION AND TRAINING AND DEVELOPMENT

The Committee will review on behalf of the Board the:

- adequacy of succession planning for Non-executive Directors, with a short and long term view;
- effectiveness of the composition of the skills and experiences of the Board to enable the Orica strategy; and
- adequacy of the training and development program for the on-boarding and ongoing education of Non-executive Directors.

In discharging their responsibilities, the Committee will:

- manage the succession planning, nomination and recruitment process for Non-executive Directors on behalf of the Board having regard to:
 - the size of the Board, including Non-executive and Executive Directors;
 - the qualifications, skill, experience and diversity composition (including of gender, age, relationships and background); and
 - the time commitment and contribution required of Non-executive Directors to effectively discharge their duties to Orica.
- develop a skills and experience matrix to ensure that the Orica Board has a long term view of skill requirements; and
- oversee and provide input into Orica's training and development programs designed to support Non-executive Director on-boarding process and ongoing education.

CEO SUCCESSION

The Committee will manage the identification of candidates for the Managing Director & CEO position and make recommendations to the Board as necessary regarding succession.

BOARD, COMMITTEE AND DIRECTOR PERFORMANCE

The Committee will, on behalf of the Board:

- design and manage the annual Board and Committee performance evaluation process - this will be completed using internal and external processes and resources; and

- design and manage the individual Director performance evaluation process to support the election and re-election process.

REVIEW

Each year the Committee will review its performance against the Terms of Reference and agree the annual objectives and work plan for the year ahead.

The Committee's Terms of Reference will be reviewed at least biennially and updated as required.

MEMBERSHIP

The Committee consists of all Non-executive Directors.

The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.

MEETINGS

The Committee will meet at least three times annually or more frequently as required. The Chairman or the Secretary may call a meeting and two Non-executive Directors shall constitute a quorum.

**Approved by
Orica Limited Board
February 2021**

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