



**AUSTAL LIMITED**  
**POLICY AND PROCEDURE FOR THE SELECTION AND APPOINTMENT OF**  
**DIRECTORS TO THE BOARD**

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**Policy**

The company's primary concern in relation to the composition of the Board is to have a well-balanced group with a variety of backgrounds, skills and experience. The priority in the nomination of a proposed board member is to identify their respective skills that will add value to the company and which may not exist in the present composition of board members.

**Procedure**

Any Board member may recommend a candidate for a Board position to the Nomination Committee which shall be responsible for identifying whether the nominee meets the criteria, is suitable and whether a position exists.

If considered acceptable by the Nomination Committee the candidate is introduced to the other directors and a vote taken at a Board meeting as to the appointment of the candidate to the Board.

In terms of the Constitution, a person appointed a director by the Board, retires at the next Annual General Meeting and is eligible for election as a director by the Shareholders.

**Criteria**

Board members are to be considered only if they meet the following criteria:

- Honesty and integrity
- Strategic capability with business vision and track record of achievement
- Entrepreneurial spirit
- Ability to be independent and capable of lateral thinking
- People skills
- Public company corporate experience
- Reasonable financial expertise
- Have a reasonable network of contacts relative to the business