



EMPIRE OIL & GAS NL

Nomination Committee Charter



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Empire Oil & Gas NL

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Charter Manager

Company Secretary

Approval Authority

Board of Directors

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All officers, employees and
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Purpose and Objectives

This Charter sets out the role, responsibilities, membership and operation of the Nomination Committee (**Committee**).

The Committee is a Committee of the Board, established pursuant to Article 57 of the Empire Oil & Gas NL (**Empire**) Constitution.

The Committee may adopt such rules and regulations as it deems appropriate for the conduct of its affairs, provided only that they are not inconsistent with Empire's Constitution, this Charter, ASX Listing Rules, the Corporations Act or any resolution of the Board.

The Committee is accountable to the Board for its performance and shall have no authority independent of the functions delegated to it by the Board.

Role of the Committee

The Committee is to determine the following:

- Director selection and appointment practices;
- Board composition and tenure; and
- succession planning for the Board,

to ensure that the Board retains an appropriate mix of skills and experience to fulfil its responsibilities as an effective decision-making body, and that the Board is comprised of Directors who contribute to the successful management of Empire and discharge their duties having regard to the law and the highest standards of corporate governance.

Responsibilities of the Committee

The Committee is responsible for:

- developing, reviewing and implementing a policy in relation to Director tenure, Director retirement, Board composition, strategic function and size;
- identifying those individuals believed to be qualified to become Board members and making recommendations for appointment of new Board member candidates having regard, among other things, to:
 - the candidate's judgment, skills, experience, values and behaviours;
 - Empire's diversity objectives; and
 - the extent to which the candidate would be a desirable addition to the Board and any Committees of the Board;
- assessing and reviewing the necessary and desirable competencies of Board members;
- identifying Board members qualified to fill vacancies on any Committee of the Board (including this Committee);
- developing and reviewing orientation and induction procedures for new appointees to the Board to enable them to effectively discharge their duties;
- establishing and monitoring strategies for diversity within Empire;
- annually reviewing achievements against Empire's diversity objectives;
- ensuring that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to shareholders in the notice of meeting containing the resolution to elect or re-elect a Director, including:
 - biographical details (including relevant qualifications and experience and skills);
 - details of any other material directorships currently held by the candidate;
 - where standing as a Director for the first time, any material adverse information revealed by the due diligence background checks, details of any interest, position, association or relationship that might materially influence their capacity to be independent and act in the best interests of Empire and its shareholders, and a statement whether the Board considers the candidate is considered to be independent;
 - where standing for re-election as a Director, the term of office served by the Director and a statement as to whether the Board considers the candidate to be independent; and

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- a statement by the Board as to whether it supports the election or re-election of the candidate;
- ensuring that each Director and Senior Executive is a party to a written agreement with Empire which sets out the terms of that Director's or Senior Executive's appointment. For these purposes, a Senior Executive is a member of key management personnel (as defined in the Corporations Act), other than a Director;
- approving and reviewing the induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities;
- assessing and considering the time required to be committed by a Non-Executive Director to properly fulfil their duty to Empire;
- reviewing directorships in other public companies held by or offered to Directors and Senior Executives of Empire; and
- reviewing succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board; and
- establishing procedures and conducting an annual performance evaluation of the Board, its Committees, individual Directors and Senior Executives as appropriate.

The Committee shall obtain external expert advice from time to time in respect of Empire's nomination strategies, policies and practices.

The Committee will also undertake to function as a nomination committee as set out in the ASX Principles.

Composition of the Committee

Membership

The Committee is to consist of all members of the Board, including Executive Directors and Non-Executive Directors.

The effect of ceasing to be a Director of the Board is the automatic termination of appointment as a member of the Committee.

Chairman

The Committee shall appoint one of the members of the Committee to be the chairman of the Committee. Should the chairman of the Committee be absent from any meeting of the Committee, the members of the Committee present at that meeting shall appoint one of their number to be chairman of that meeting. The members of the Committee shall appoint one of their number if and when the Committee is dealing with an appointment of a successor to the chairman.

Secretary

The Company Secretary is the secretary of the Committee.

Skills Development

If the chairman of the Committee pre-approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at Empire's expense.

Commitment of Committee Members

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

Committee Meetings and Process

Meetings

Meetings and proceedings of the Committee are governed by the provisions of Empire's Constitution.

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Meetings of the Committee may be held face-to-face or through any technological means by which members can participate in a discussion.

Frequency

The Committee shall meet at least once a year and additionally as required to undertake its role and responsibilities effectively.

Meetings are called by the Company Secretary as directed by the Committee or at the request of the chairman of the Committee.

Quorum and Voting

A quorum will comprise any two Committee members.

Each member shall have one vote.

The chairman of the Committee shall not have a second or casting vote.

Agenda

The Committee shall develop and agree an annual program capable of fulfilling its responsibilities.

The Chairman will develop the agenda for each meeting on the basis of the annual program and any other matters deemed to be relevant to the particular meeting.

Attendance

In addition to the members of the Committee, such Executives and/or external parties as the Chairman and members of that Committee think fit may be invited to attend Committee meetings.

Access to Information and Advisers

Members of the Committee have rights of access to the books and records of Empire to enable them to discharge their duties as Committee members.

The Committee will have the appropriate resources to discharge its duties and responsibilities, including authority to engage counsel, accountants or other experts as it considers appropriate. Any costs incurred as a result of the Committee consulting an independent expert will be borne by Empire.

The Committee shall, in accordance with the law, obtain external expert advice from time to time in respects of Empire's nomination strategies, policies and practices.

Reliance on Information or Professional or Expert Advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- an Empire Employee whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- another Director or officer of Empire in relation to matters within the Director's or officer's authority.

Minutes

The Committee Secretary shall prepare minutes of proceedings and resolutions of the Committee.

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Minutes shall be distributed to all Committee members by the Committee Secretary after the preliminary approval has been given by the chairman of the Committee.

Minutes of meetings shall be submitted to the next meeting of the Committee.

Resolutions

Apart from passing resolutions at actual Committee meetings, the Committee may also pass resolutions in accordance with Article 59 of Empire's Constitution.

Review of the Charter

The Committee will conduct an annual review of the scope of the Committee's functions, and will update the Charter as required or as a result of new laws or regulations.

The Charter may be amended by resolution of the Board.

Who to Contact

Any questions relating to the interpretation of this Charter should be forwarded to the Company Secretary.

Publication of Charter

A copy of this Charter is available at www.empireoil.com.au.

Glossary

Term	Definition
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
ASX Principles	means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition.
Board	means Empire's board of directors.
Chairman	means the person appointed as the chairman of the Board from time to time.
Charter	means this document or any amending or replacement document.
Chief Executive Officer	means the person appointed as Chief Executive Officer of Empire from time to time.
Committee	means the Nomination Committee.
Company Secretary	means the person appointed as the company secretary of Empire from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means the persons appointed as directors of Empire from time to time.
Empire	means Empire Oil & Gas NL ABN 55 063 613 730.
Employee	means any person employed by Empire or who otherwise acts as an agent of Empire or performs work for Empire as an independent contractor, including the Chief Executive Officer/Managing Director and other Senior Executives.
Managing Director	means the person appointed as Managing Director of Empire from time to time.

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Term	Definition
Senior Executives	means the senior management team (excluding Board members but including the Chief Executive Officer/Managing Director) of Empire, being those who have the opportunity to materially influence the integrity, strategy and operation of Empire and its financial performance.