



Nomination Committee Charter

1. Purpose

The purpose of the Nomination Committee ("Committee") is to review and make recommendations to the Board of Directors of Admedus Ltd and its controlled entities ("Company") with respect to:

- Board composition, competencies and diversity;
- Board succession plans, Director induction programs and continuing development;
- the process for evaluating the performance of the Board, the committees of the Board and individual Directors; and
- Board appointments, re-elections and terminations; and other matters referred to the Committee by the Board.

2. Composition

- The Board of Directors carries out the functions of the Committee in accordance with the Nomination Committee Charter.
- The Committee may invite such other parties to attend meetings as deemed appropriate and may take such independent advice as it considers necessary.
- The Committee Chairman must be an independent Director and shall be appointed by the Committee.

3. Role and Responsibilities

The role and responsibilities of the Committee include the following:

- Reviewing and making recommendations in relation to Board composition, competencies and diversity:
 - a) Periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Group and assessing the skills currently represented on the Board.
- Regularly reviewing and making recommendations to the Board regarding the structure, size and composition (including the mix of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole.
 - b) Developing strategies to address Board diversity.
- Developing and reviewing Board succession plans, Director induction programs and continuing development:
 - a) Giving full consideration to the succession plans of the Board, with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity over time.
 - b) Identifying existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution of the Company and the ASX Listing Rules.
 - c) Developing Director induction programs that are undertaken by each new Director and reviewing the effectiveness of the program.
 - d) Reviewing and making recommendations in relation to continuing Director education programs including briefings on developments in accounting standards.
 - e) Making publicly available the Committee's Charter, explaining its role and the authority delegated to it by the Board.
- Ensuring that there is a robust and effective process for evaluating the performance of the Board, the committees of the Board and individual



Directors:

- a) Scheduling at least annually performance reviews of the individual Directors and formal performance reviews of the Board and its committees at least every two years.
- b) Reviewing the time commitment required by non-executive Directors and whether these time commitments are being met.
- c) In relation to any re-appointment of a Non-Executive Director, reviewing the performance of the Non-Executive Director during their term of office.
- Reviewing and making recommendations in relation to Board appointments, re-elections and terminations:
 - a) Preparing a description of the role and capabilities required for a particular appointment.
 - b) Identifying suitable candidates to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment.
 - c) Ensuring that, on appointment, all Directors receive a formal letter of appointment, setting out the time commitment and responsibility envisaged in the appointment, including any responsibilities with respect to Board committees.
 - d) Reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities and the process used for appointments.
 - e) Other matters referred to the Committee by the Board.

4. Committee Meeting Procedure

Attendance

- Only members of the Committee are entitled to be present at a Committee meeting.
- The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:
 - a) external advisers; or
 - b) any Executive or other employee of the Group, and may do so with or without Executive management being present.

Frequency

The Committee is to meet as required by the Committee Chairman.

Quorum

A quorum for a meeting of the Committee is two members who are Non-Executive Directors.

Committee Chairman

If the Committee Chairman is absent, the Committee members who are present shall elect one of their number (who is also independent) to chair the meeting.

Committee Secretary

The Company Secretary or alternate will act as secretary to the Committee, unless otherwise determined by the Committee.

Minutes and Reporting to the Board

A copy of the minutes of each meeting of the Committee will be made available to all members of the Board subsequent to each meeting.

Conflicts

No member of the Committee shall participate in a review of their own performance or re-appointment.

5. Access to Information and Independent Advice

Access



The Committee has the authority to seek any information it requires from any employee of the Company.

Independent Advice

The Committee is authorised to obtain (at the cost of the Company) outside legal or independent professional advice and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Committee's functions under this Charter.

6. Review

- The Board shall assess periodically the effectiveness of the Committee with a view to ensuring that its performance accords with best practice.
- This Charter shall be reviewed by the Committee as required.
- This Charter was last reviewed by the Board on 19 August 2014.