



PALADIN ENERGY LTD

ACN 061 681 098

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

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1. APPLICABILITY

This Charter applies to all members of Paladin Energy Ltd's (Paladin) Nomination and Governance Committee.

2. ROLE

The role of the Nomination and Governance Committee is to:

- (a) determine the state of Director nominees for election to the Board and to identify and recommend candidates to fill casual vacancies; and
- (b) Ensure Paladin has and maintains appropriate ethical standards and corporate governance policies and practices that are integrated into overall business performance.

3. RESPONSIBILITIES

3.1 Size and Composition of the Board

To ensure that the Board has the appropriate blend of skills and diversity, the Committee shall:

- (a) regularly review the size and composition of the Board taking into account director independence, outside directorships and time commitments, and make recommendations to the Board on any appropriate changes;
- (b) develop a board skills matrix to assist in identifying any gaps in the collective skills of the Board for professional development and succession planning purposes;

- (c) make recommendations on the appointment and removal of Directors;
- (d) make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election; and
- (e) consider succession planning for senior executives and the Board as a whole.

3.2 Selection Process of New Directors

- (a) The Committee shall develop criteria for the selection of the candidates to the Board in the context of the Board's existing composition and structure having regard to an appropriate balance of skills, knowledge, experience, independence and diversity.
- (b) The Committee is empowered to engage external consultants in its search for a new Director.
- (c) Appropriate checks will be undertaken on any potential appointee including character, experience, education, criminal record, bankruptcy history and any material political affiliations. Such checks will also apply to all subsidiary Board appointments.
- (d) The initial appointment of a new Director is made by the Board. The Director will then be required to stand for re-election at Paladin's next Annual General Meeting.
- (e) New directors will be provided with a Letter of Appointment setting out their responsibilities, duties and rights; remuneration; requirement to disclose interest and any conflicts; requirement to comply with Company policies and procedures; insurance and indemnity arrangements and ongoing confidentiality obligations.
- (f) New Directors will be provided with access to the Company's constitution, Board Charter, recent Company presentations, Company policies, latest audited financial statements and minutes of Board meetings held in previous 12 months.

3.3 Performance Appraisal and Competency

The Committee shall:

- (a) establish evaluation methods for rating the performance of Board members on an annual basis;
- (b) implement ways of enhancing the competency levels of Directors;
- (c) consider and articulate the time required by Board members in discharging their duties efficiently;
- (d) undertake continual assessment as to whether Directors have devoted sufficient time in fulfilling their duties;
- (e) provide new Directors with an induction into Paladin; and
- (f) provide all Directors with access to ongoing education relevant to their position in Paladin.

3.4 Corporate Governance

The Committee is responsible for ensuring Paladin has the appropriate ethical standards and corporate governance policies and practices. To this end, the Committee is responsible for providing advice to the Board on corporate governance matters, including to:

- (a) assist the Board to adopt the most appropriate corporate governance policies while meeting applicable corporate governance requirements, including the ASX Corporate Governance Principles and Recommendations;
- (b) create and annually review the Paladin corporate governance framework and paladin's compliance to the framework;
- (c) inform the Board of corporate governance requirements of regulators;
- (d) review disclosure of Paladin's corporate governance policies on Paladin website;
- (e) approve and recommend to the Board the Annual Corporate Governance Statement for consistency of the ASX Corporate Governance Principles and Recommendations.

4. COMPOSITION

The Nomination and Governance Committee shall comprise the full Board.

5. MEETINGS

The Committee will meet at least once a year, with further meetings as required.

A quorum shall be any two members or greater number as determined by the Board.

Meetings of the Committee may be held telephonically.

Minutes of all meetings of the Committee are to be kept and the minutes and a report of actions taken or recommended to be given at each subsequent meeting of the full Board.

Committee meetings will be governed by the same rules, as set out in Paladin's Constitution, as they apply to the meetings of the Board.

At the discretion of the Chairperson, having regard to the nature of the agenda, relevant members of management and external consultants may be invited to attend meetings.

6. AUTHORITY

The Committee is authorised:

- (a) to seek any information it requires in order to perform its duties, from any employee of Paladin; and

(b) to obtain, at Paladin's expense, external legal or other professional advice on any matter within its Charter.

The Committee will have the power to conduct or authorise investigations into any matters within its scope of responsibilities.

In making approaches to candidates for the Board, the Committee will give due consideration to the appointment of external professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the needs of the Board.

7. REVIEW

The Charter will be reviewed regularly to ensure it meets best practice standards, complies with all governance principles of those stock exchanges on which it is listed and meets the requirements of Paladin and the Board. In addition, the Committee will undertake an annual performance evaluation that reviews the performance of the Committee against this Charter.

Date adopted:	1 June 2005
Last amendment:	18 June 2018
Last review:	15 May 2019