

CLINUVEL PHARMACEUTICALS LIMITED

Nomination Committee Charter

The Board of CLINUVEL PHARMACEUTICALS LIMITED (**the Company**) has established a Nomination Committee (**the Committee**). The purpose of the Committee and its powers are set out in this document. It is noted that best corporate governance practice requires the terms of reference of the Committee to be made publicly available by the Company on its website.

1 Role and Objectives

The role of the Committee is to assist the Board in ensuring it consists of a size and composition to adequately discharge its responsibilities and duties as a Board.

The objectives of the Committee include:

- to oversee the selection and appointment practices for directors of the Company having regard to the Company's policies on Board diversity;
- to assist the Board in determining appropriate nomination policies for Board membership;
- to develop procedures for assessing Board performance and to evaluate Board performance by following these procedures

2 Membership of the Committee

The Committee comprises a maximum of all non-executive members of the Board and must be a majority of independent directors.

The Board may appoint, remove or replace members of the Committee by resolution.

The Committee may invite anyone it considers appropriate to attend Committee meetings.

3 Administrative matters

Any member may and the Chair must on request from a member, convene a meeting of the Committee. Notice must be given to every committee member of every committee meeting but there is no minimum notice period and acknowledgment of receipt by all members is not required before the meeting may be validly held.

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet at least 2 times each year.

A quorum consists of at least 2 members.

The Company Secretary is responsible for coordinating the completion and despatch of Committee papers where deemed appropriate.

All minutes of the Committee will be entered into a minute book maintained by the Company Secretary for that purpose and will be open at all times for inspection by any director.

4 Reporting

The Committee Chair will prepare a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Committee. If a Committee meeting is held immediately prior to a Board meeting, the minutes to the Committee meeting will be included in the Board papers for the Board meeting subsequent to the immediate Board meeting.

Where the composition of the Committee comprises less than the full board, the Chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

5 Responsibilities and functions

The role of the Committee is to

- (a) periodically assess the appropriate mix of skill, diversity, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board;
- (b) establish processes for the identification of suitable candidates for appointment to the Board, including:
 - establishing criteria for Board membership;
 - engaging appropriate search firms to assist in identifying potential candidates (noting that where remuneration consultants are appointed a statement should be made available as to whether they have any other connection with the Company) ; and
 - nominating appropriate candidates for non-executive directorship;
 - ensuring appropriate background checks are performed before a person is appointed as a member of the Board or before a person is put forward to shareholders as a candidate for election as a member of the Board.
- (c) monitor the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of non-executive directors; and
- (d) establish processes for the review of the performance of individual non-executive directors, the Board as a whole and the operation of Board committees
- (e) conduct a formal review of the Board’s performance based on the processes established in (d) above and in accordance with clause 8 of the Corporate Governance Protocol, acting on the results of the review by recognising the strengths and addressing the weaknesses of the Board, and where appropriate, proposing new members be appointed or seeking the resignation of directors
- (f) assisted by the Company Secretary, facilitate the induction and ongoing training and education programs for the Board to ensure that non executive directors are provided with adequate information regarding the operations of the business, the industry and their legal responsibilities and duties.
- (g) review and make recommendations to the Board regarding ongoing professional development opportunities for non-executive directors and recommending to the

Board the resources required to help directors maintain and develop their skill and knowledge.

6 Review

The Board will, at least once per year, review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Board, upon the recommendation of the Committee, may by resolution, alter the responsibilities, functions or membership of the Committee. The Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the Committee.