

CLINUVEL

Nomination Committee Charter

CLINUVEL Pharmaceuticals Limited

ACN 089 644 119

1. Introduction

- 1.1 The Board of CLINUVEL Pharmaceuticals Limited (**the Company**) has established a Nomination Committee (the **Committee**).
- 1.2 The Board established the Committee under the Company's Constitution.
- 1.3 The purpose of the Committee and its powers are set out in this document.

2. 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.
- engaging, reviewing and identifying succession for the Chief Executive Officer (CEO).

3. Membership of the Committee

3.1 Structure

The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- a) The Committee shall comprise a majority of Non-Executive independent Directors.
- b) The Committee shall comprise at a minimum three members.
- c) The Committee will be chaired by an independent Director who will be appointed by the Board.

The Board may appoint such additional Non-Executive Directors to the Committee or remove and replace members of the Committee by resolution.

4. Proceedings

- 4.1 The Committee will meet as often as it considers necessary. Any member may call a meeting of the Committee.
- 4.2 The quorum for a Committee meeting is two Committee members.
- 4.3 The Committee may invite anyone it considers appropriate to attend Committee meetings.
- 4.4 Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place.
- 4.5 The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.

- 4.6 Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee as far in advance as possible to the meeting.
- 4.7 Proceedings of the Committee will be governed by the provisions of the Constitution, in so far as they may be applicable.

5. Chair

- 5.1 In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.
- 5.2 The Chair of the Committee has a casting vote.

6. Minutes

- 6.1 The Secretary will be responsible for keeping the minutes of its meetings and circulating them to the Chair of the Committee for review, the other Committee members, the other members of the Board and other Committee meeting attendees as appropriate.
- 6.2 Minutes of meetings of the Committee will be distributed to members as soon as practicable following the meeting and tabled for approval at the next Committee and presented at the next Board meeting.
- 6.3 Minutes, agenda and supporting papers are available to Directors upon request to the Secretary, except if a conflict of interest exists.

7. Authority

7.1 Access

The Committee has unrestricted access to executive management, all employees and all Company records and to financial and legal advisers.

7.2 Independent Advice

The Committee or any member of the Committee is authorised to obtain (at the cost of the Company) outside legal or other 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. The member should first contact the Chair of the Committee (or if the Chair, the Secretary) for approval prior to proceeding with procuring that professional advice.

8. 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) to identify and review potential candidates for the succession of the CEO, and provide a recommendation to the Board for the CEO appointment.
- (g) 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.
- (h) 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.

9. Reporting to the Board

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.

10. Review of this Charter

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.

11. Approved and Adopted

11.1 This Charter was approved and adopted by the Board on 16 December 2024.

Document version control:

Custodian	Company Secretary
Date of next scheduled review	December 2026
Legislative Framework and regulatory compliance	ASX Corporate Governance Principles and Recommendation (4 th edition)
Regulators	ASX