

## **FACILITATE DIGITAL**

### **NOMINATION COMMITTEE**

The Company does not have a Nomination Committee, as the Board considers that the full Board is currently a more efficient mechanism for focusing the Company on specific issues.

#### **Role**

Review and make policies in respect of nomination for executive directors and non-executive directors and to make assessments about the performance and suitability of individual directors and the Board as a whole.

#### **Responsibility**

The full Board is responsible for making decisions and recommendations regarding the following areas:

- Identify candidates for potential appointment to the Board
- Facilitate the induction of new directors
- Process for reviewing the performance of directors as individuals and as a Board, and, if applicable, for their contribution on committees, plus senior executives

#### **Membership**

The full Board is currently a more efficient mechanism for specific issues, such the nominations in relation to new directors.

#### **Rights**

The Board is entitled to direct any special investigation that it considers appropriate and to consult any independent expert that the Board considers appropriate to carry out its duties.

The Company bears the costs of any such investigation or consultations.

#### **Criteria for Selection of Directors**

Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one director with experience in the digital marketing industry. In addition, directors should have the relevant blend of personal experience in:

- accounting and financial management;
- legal skills; and

- CEO-level business experience.

### **Policy for the Appointment of Directors**

Having regard to the skills required and the skills represented, the Board will implement a process for the identification of suitable candidates for appointment to the Board of Directors.

The Committee will make recommendations to the Board on candidates it considers appropriate for appointment.

The Board will, make the final determination on the criteria to be adopted for selection of candidates, and on whether it will support the appointment of such candidates to the Board.

Once appointed, the Company will provide a letter of appointment and an induction procedure will occur so as to familiarise the Director with the policies, operations and financial position of the consolidated entity.