



Policy and Procedure for Selection and (Re) Appointment of Directors

29/04/2026



Contents Page

1. New directors	1
2. Election as a director	1
3. Board renewal	1
4. Re-election of a director	2
5. Size and composition of the Board	2
6. Commitment to the Board	3
7. Policy and Procedures for Selection and (Re) Appointment of Directors History	3

1. New directors

In identifying director candidates:

- a) The People, Remuneration and Nomination Committee ('PRNC') having determined the mix of skills, experience and expertise of the existing Board will:-
 - i. identify the characteristics of a candidate/s that best increase its effectiveness;
 - ii. consider the balance of independent directors; and
 - iii. consider the Company's Belonging Statement.
- b) The Chair and MD, with assistance from an external recruitment agency as required, will identify potential candidates.
- c) The potential candidates will be presented to the PRNC who will consider and agree a short list.
- d) The Chair and MD will interview the short-listed candidates and will make a recommendation to the PRNC.
- e) The PRNC will interview the recommended candidate and make recommendation to the Board. Any appointment is subject to ratification by shareholders at the next annual general meeting ('AGM').
- f) The PRNC will conduct appropriate character, experience, education, criminal record and bankruptcy checks on the candidate before an appointment is made..

2. Election as a director

Shareholders should receive the following information about a director standing for election to enable them to make an informed decision on whether to elect that person:

- a) biographical details, including qualifications, experience and the skills they possess;
- b) details of material directorships currently held;
- c) any material adverse information revealed by the checks the Company has performed about the director;
- d) details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally; and
- e) a statement as to whether the Board supports the election.

3. Board renewal

The Company must hold an election and/or re-election of directors each year. While the Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning, re-appointment of directors is not automatic.

Under the Company's Constitution, a director of the Company must not hold office (without re-election) past the third AGM following the director's appointment or three years, whichever is longer.

A director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM.

This above does not apply to the Managing Director.

4. Re-election of a director

Shareholders should receive the following information about a director standing for re-election to enable them to make an informed decision on re-election:

- a) biographical details, including qualifications, experience and the skills they possess;
- b) details of material directorships currently held;
- c) the term of office currently served by the director;
- d) if the Board considers the director to be an independent director; and
- e) a statement as to whether the Board supports the re-election.

5. Size and composition of the Board

The Board should be structured in such a way that it has a proper understanding of, and competence to deal with, the current and emerging issues of the business and encourages enhanced performance of the Company.

Reference is made to the Company's size and operations as they evolve from time to time.

6. Commitment to the Board

Prior to their appointment or re-election (if applicable), directors must provide details of other commitments and an indication of the time involved in carrying out those other commitments. They should also acknowledge that they will have sufficient time to fulfil their responsibilities as a director.

7. Policy and Procedures for Selection and (Re) Appointment of Directors History

25 February 2014	Charter adopted
29 April 2026	Last Reviewed

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