

NOMINATION COMMITTEE CHARTER

1. INTRODUCTION

The Board of SUDA Pharmaceuticals Limited (“SUDA” or “the Group”) has established a Nomination Committee (“Committee”).

It is noted that the Committee is a sub-committee of the Board. The Committee has no decision-making powers except where expressly provided by the Board. The Committee role is to review and make recommendations to the Board.

2. ROLE

The role of the Committee is to assist and advise the Board on matters relating to:

- a) Composition of the Board (including Board diversity).
- b) Board and Chair succession planning.
- c) Performance of the Board.
- d) Director independence.
- e) Identification of potential candidates to fill Board vacancies.

3. RESPONSIBILITIES AND DUTIES

The duties of the Committee shall include reviewing and making recommendations and reporting to the Board on:

a) **Board Composition**

- i. the removal, appointment and re-appointment of the Chief Executive Officer;
- ii. the appointment and re-appointment of directors, including:
 - o monitoring, reviewing and making recommendations to the Board on matters relating to the size and composition of the Board;
 - o formally assessing the appropriate mix of skills, experience, expertise and diversity required on the Board and assessing the extent to which the required skills are represented on the Board; establishing processes for the identification of suitable candidates for appointment to the Board and the re-appointment of incumbent directors, including:
 - establishing criteria for Board membership;
 - engaging appropriate search firms to assist in identifying potential candidates; and
 - where appropriate, nominating appropriate candidates for directorship.
 - o monitoring and reviewing the time commitment required by non-executive directors to SUDA Board matters having regard to Director’s commitments to SUDA and

others; and

- monitoring, reviewing and making recommendations regarding the terms of appointment of non-executive directors.

iii. Board diversity, including:

- reviewing the Company's policy in relation to Board diversity and making recommendations to the Board for amendments to that policy, as required;
- considering and making recommendations to the Board regarding measurable objectives for achieving Board diversity; and
- reviewing and reporting to the Board on progress in achieving the measurable objectives set by the Board in relation to Board diversity.

b) Board, Chair and CEO Succession

Succession planning, including:

- reviewing CEO performance and ensuring an effective succession plan is in place;
- reviewing Board succession, and the succession of the Chair, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board; and
- the likely order of retirement by rotation of directors.

c) Performance Assessment

The performance of the Board, including:

- establishing and monitoring processes for the review of the performance of the Board as a whole, individual non-executive directors and the operation of Board committees, including (where appropriate) engaging external consultants; and
- formulating parameters and indicators to systematically evaluate board performance, performance of board committees and of individual directors.

d) Director Independence

The independence of directors, including:

- reviewing related party transactions, including notifications as provided by the Audit Committee; and
- monitoring and undertaking an annual assessment of and making a recommendation to the Board as to the independence of each director and ensuring the Board's final conclusions and any other relevant information are included in the annual report disclosures.

e) Orientation and Ongoing Education

The orientation process and ongoing education of directors, including:

- designing induction and ongoing training and education programs for the Board to ensure that directors are provided with adequate information regarding the operation of the business, the industry and their legal responsibilities and duties.

In fulfilling its responsibilities, the Committee will:

- i. ensure it has sufficient information for informed decision-making;

- ii. ensure it receives briefings from independent experts as required;
- iii. obtain data from external sources at least annually to ensure the Board's selection practices are in line with market conditions;
- iv. agree an annual work plan of the Committee; and
- v. has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

4. INDEPENDENT EXTERNAL ADVICE

- i. The Committee may engage and/or terminate, at the expense of the Company, any independent external adviser in relation to any Committee matter, as it determines are required to assist it in the full performance of its functions. Such advice needs to be coordinated with the CEO.
- ii. The Committee may delegate its authority to subcommittees or to the Chair of the Committee from time to time.

5. MEMBERS AND INDEPENDENCE

- i. The Committee shall be comprised of a minimum of three suitably qualified directors.
- ii. The majority of the members of the Committee will be independent, where possible.
- iii. The membership and chairmanship of the Committee will be reviewed annually to ensure an appropriate balance of skills and experience. The review will ensure compliance with relevant legislation and regulatory requirements, including where appropriate the Australian Securities Exchange.
- iv. The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution.
- v. New Committee members will undertake an orientation process to enable them to understand their role and responsibilities. Ongoing training will be provided as required.

6. CHAIR

- i. The Board shall appoint one independent member of the Committee as Chair of the Committee where possible.
- ii. The Chair shall be primarily responsible for the proper functioning of the Committee and shall be the main contact for the Board.
- iii. Where the Chair is absent from a Committee meeting, a Chair for the meeting will be appointed by the members of the Committee present.

7. FREQUENCY OF MEETINGS

- i. The Committee will meet at least once each year and at such additional times as the Committee Chair or any member of the Committee may request and deem necessary to fulfill their role.
- ii. Any Committee member may convene a meeting of the Committee or request the Secretary of the Committee to do so, provided the Chair and Secretary have been given reasonable prior notice.

8. ATTENDANCE

- i. Any non-executive director of the Board may attend a meeting, by providing reasonable notice to the Committee Chair (on a non-remunerated basis), provided no conflict of interest exists.
- ii. The CEO will be invited to attend meetings and present on issues relevant to the Committee, as required.
- iii. Other executives and external specialists may be invited by the Chair of the Committee to attend part or all of any meeting.

9. MEETINGS

- i. Reasonable notice of meetings and the business to be conducted will be given to members, along with briefing materials.
- ii. The Committee Chair shall review the agenda for each meeting prior to its issue.
- iii. Any Committee member may require business to be included in the agenda, provided the Chair and Secretary have been given reasonable prior notice of that business.
- iv. Meetings of the Committee will be conducted in accordance with those provisions of the Company's Constitution, which relate to the proceedings of meetings, to the extent not inconsistent with this Charter.
- v. A quorum shall be two non-executive directors.
- vi. The Committee may conduct meetings by telephone or videoconference.
- vii. All directors and other attendees at Committee meetings as officers and/or fiduciaries are required to keep all information presented (whether written or oral) or discussed at Committee meetings confidential and only use and disclose this information in the proper discharge of their duties to the Company.

10. SECRETARY

The Secretary to the Board will also act as Secretary to the Committee.

11. MINUTES

- i. Minutes of meetings of the Committee shall be promptly prepared by the Secretary, approved by the Committee Chair in draft and circulated to all members of the Committee for comment, and to the Board.
- ii. Minutes of meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Committee Chair.
- iii. The action list from each Committee meeting will be approved by the Chair and circulated to all members of the Committee with the minutes of the meeting.
- iv. The action list will include accountabilities and the nature and timing of subsequent reporting.
- v. All minutes of the Committee will be entered into a minute book in compliance with applicable legislation and regulatory requirements.

12. REPORTING

- i. The Committee Chair will provide a report on the actions of the Committee to the Board at the first meeting of the Board directly following the meeting of the Committee.

- ii. The report shall include any material matters arising from the Committee meeting and any recommendations requiring Board approval and/or action.
- iii. Copies of Committee papers and reports, together with minutes of each Committee meeting will be circulated to all Board members provided no conflict of interest exists.

13. REGULAR REVIEW

- i. The Committee will conduct a regular review of its performance and effectiveness by reference to this charter and current best practice.
- ii. This review process will include a review of the appropriateness of the terms of this Charter for current circumstances.
- iii. Where considered necessary, the Committee may propose amendments to the responsibilities, functions or membership of the Committee and recommend to the Board the formal adoption of a revised Charter for future operations of the Committee.