



Living and Leisure Australia Group

Selection and appointment of new directors and re-election of directors

The Nomination Committee of the Board has responsibility to:

- Review the size and membership of the Board, and competencies and other commitments of Board members.
- Conduct evaluations of the performance of the board and individual directors.
- Establish criteria (necessary & desirable skills, experience, and time availability) for appointment of directors.
- Review the Board's succession plans.

In carrying out these responsibilities, the Nomination Committee continuously assesses the need for new directors and, if a new director is required, or a casual vacancy occurs, the necessary and desirable skills, experience, and time availability required of the new director.

The Nomination Committee makes recommendations to the Board on the requirement for any new director, and the selection criteria for the new director.

Selection and Appointment Procedures

When the Board decides that a new director is required, the Nomination Committee will identify individuals who meet the selection criteria approved by the Board, and determine their willingness to act.

External consultants may be used if the committee considers it necessary.

Selection

When a potential candidate has been identified that candidate would be expected to provide a copy of their resume detailing their skills and experience. The Nomination Committee, generally as part of a Board meeting, will interview the candidate and also explain details of LLA group, its operations, policies and expectations.

The Nomination Committee will formally recommend to the Board individual(s) for appointment as director.

Appointment to the Board

Once the Board decided on the potential candidate, an invitation to join the Board/Letter of Appointment, Consent to Act, Director's Disclosure of Interests affecting independence will be forwarded to the candidate.

The director would also be provided with access to LLA's Corporate Governance Statement and other relevant policies and procedures. Following this an announcement would be made to the ASX containing various details concerning the directors' skills and experience. The appropriate disclosure will also be provided to ASX concerning the director's security holdings in LLA.

Approval by Shareholders

Under the LLA Group's constitutions, any person appointed as a director by the Board (other than the Managing Director), either as an addition to the Board or to fill a casual vacancy, holds office until the next AGM. The director is eligible for election as a director at the meeting and, if elected, will be subject to retirement and re-election process under the LLA Group's constitutions.