

HELLOWORLD TRAVEL LIMITED NOMINATIONS & GOVERNANCE COMMITTEE CHARTER¹

Objectives

1. The objectives of the Helloworld Travel Limited Nominations & Governance Committee are to assist the Board in fulfilling its corporate governance responsibilities in regard to:
 - a) Composition of the Board;
 - b) Board renewal;
 - c) Board appointments including re-elections
 - d) Evaluating Board performance²;
 - e) Directors' induction and continuing professional development programs³;
 - f) Committee Membership;
 - g) Executive Directors appointments and terminations⁴;
 - h) Assessing whether a director is independent;⁵ and
 - i) other matters referred to the Committee by the Board.
2. In particular, the Committee is to undertake the functions of nomination committees set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Membership

3. The Committee is appointed by the Board in accordance with Rule 8.1(a) of the Helloworld Travel Limited Constitution.
4. Where the composition of the Board allows, the Committee is to consist of:⁶
 - a) a majority of independent directors;
 - b) membership which is of sufficient size and independence to discharge its mandate, but in any event the Committee will have at least 3 members; and
 - c) be chaired by an independent director.
5. Where the composition of the Board does not allow the Committee to consist of all of the above, the Board is to establish the Committee with those directors who are considered to be the best qualified to serve on the Committee given their background and experience and be of a sufficient size to discharge its mandate.
6. As an initial and default position, the Chairman of the Committee will be the Chairman of the Board and the members of the Committee will comprise all Directors.

¹ ASX Principles, Recommendation 2.1

² ASX Principles, Recommendation 2.1, commentary

³ ASX Principles, Recommendation 2.1, commentary

⁴ ASX Principles Recommendation 2.1, commentary

⁵ ASX Principles, Recommendation 2.3, commentary.

⁶ ASX Principles, Recommendations 2.1

7. A separate Committee Chairman is to be appointed if and when the Nomination & Governance Committee is dealing with the appointment of a successor to the Board Chairman.
8. The Company Secretary is to attend Committee Meetings, or to otherwise receive an update from the Chairman on proceedings of Committee Meetings, to ensure minutes are taken of each Meeting.
9. Directors who are not Committee Members may attend Meetings.

Meetings

10. The Committee is to meet as requested by the Committee Chairman or Board Chairman.
11. As required by the Helloworld Travel Limited Constitution, a quorum for a Committee Meeting is two Members.
12. Meetings of the Committee may be held using any means of audio or audio-visual communication by which each Committee Member can hear and be heard by each other Committee Member participating.
13. The Chief Executive Officer is to attend such portion of each Meeting as requested by the Chairman.

Access to Information and Independent Advice

14. The Committee has the authority to seek any information it requires from any employee of Helloworld Travel Limited and all employees must comply with such requests.
15. The Committee may take such independent legal, financial, remuneration, recruitment or other advice as it considers necessary.

Duties and Responsibilities

Board Appointments and Performance

16. In assisting the Board, the Committee will:
 - a) assess the independence of directors;⁷
 - b) assess the necessary and desirable competencies of Directors;
 - c) ensure the Directors have the appropriate mix of competencies and diversity to enable the Board to discharge its responsibilities effectively;
 - d) develop and maintain a Board skills matrix to aid in assessing Board professional development needs, recruitment and succession planning;
 - e) ensure that newly appointed Directors undertake adequate induction training;
 - f) ensure that Directors have access to appropriate continuing education to update and enhance their skills and knowledge (including key developments in Helloworld Travel Limited and within the travel industry);
 - g) develop Board succession plans to ensure an appropriate balance of skills, experience, diversity and expertise is maintained;
 - h) make recommendations to the Board relating to the appointment, re-election and retirement of Directors, including undertaking appropriate checks before recommending the appointment of a person as a Director;⁸

⁷ ASX Principles, Recommendation 2.3, Commentary and Box 2.3.

- i) review the time commitment required from Non-Executive Directors and whether Directors are meeting that commitment;
 - j) develop and implement a process for evaluating the performance of the Board, its Committees and directors;
 - k) ensure there is a regular Board performance review; and
 - l) ensure there are plans in place to manage the succession of the CEO and other senior executives.
17. In reviewing the composition and performance of the Board, the Committee will consider the term served by Non-Executive Directors to ensure that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy.
18. In selecting and recommending the appointment of new Directors, the Committee will ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness⁹.
19. A Non-Executive Director should inform the Board Chairman and Nominations Committee Chairman before accepting any new appointment as a director of another listed company, any other material directorship or any other position with a significant time commitment attached.

Directors' Induction Program¹⁰

20. The Committee requires each new Director to undertake an Induction Program which enables them to gain an understanding of:
- a) the travel industry and Helloworld Travel Limited's operations;
 - b) Helloworld Travel Limited's financial, strategic, operational and risk management position;
 - c) their rights, duties and responsibilities; and
 - d) the role of Board Committees.

Committee Membership

21. On an annual basis the Committee is to review the composition of Committees and submit recommendations to the Board for changes to those Committees.

Board Succession Planning and individual director development

22. In respect of the Board as a whole, the Committee is to review and recommend to the Board:
- a) Board succession planning generally; and
 - b) continuing professional development programs for directors.

Other

23. The Committee will consider any other matters referred to the Committee by the Board.

Reporting

24. The Committee will report on its Meetings to the Board.

⁸ ASX Principles, Recommendation 1.2, Commentary

⁹ ASX Principles, Recommendation 2.4, Commentary

¹⁰ ASX Principles, Recommendation 2.1, Commentary

Committee Performance

25. To determine whether it is functioning effectively, once each year the Committee shall:
 - a) review this Charter;
 - b) undertake an evaluation of its performance.