

BEYOND INTERNATIONAL LIMITED AND CONTROLLED ENTITIES
ABN 65 003 174 409

The Board of Directors

Procedure for selection and appointment of new directors and the re-election of incumbent directors and policy for the nomination and appointment of Directors

The Board has established a Nomination Committee attended by all Directors, (Chairman: Mr Ian Ingram). The primary objective of the Nomination Committee is to review the membership of the Board having regard to present and future needs of the Company and to make recommendations on Board composition and appointments.

The Nomination Committee is responsible for:

- Annually reviewing the Board's role, the processes of the Board and Board Committees, the Board's performance and each Director's performance;
- Identifying, and recommending to the Board, nominees for membership of the Board, including the Managing Director and re-election of incumbent Directors;
- Identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
- Ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans; and
- If appropriate, recommending the removal of Directors.

The Nomination Committee oversees the process for selecting and appointing new Directors. As part of this process, the Nomination Committee considers the potential Director's suitability against a range of criteria including whether the potential Director:

- Has the necessary skills, experience and knowledge to perform their duties and responsibilities as a Director;
- Is able to devote the time necessary to perform their duties and responsibilities;
- Is sufficiently independent; and
- Is able to work with the other members of the Board.

The Company has not met 2.4 and 2.6 of the Corporate Governance Council's recommendations of having a formal charter for the Nomination Committee and to the extent that this charter be published on the Company's website. This is due to the size of the Board. However, the members of the Committee are given terms of reference that clearly sets out its roles and responsibilities and membership requirements.

The Constitution of the Company specifies that one third of the Directors for the time being (except the Managing Director), or if their number is not a multiple of three, then the number nearest to but not more than one third, retire at the conclusion of each Annual General Meeting, and each Director (except the Managing Director) must retire from office at the conclusion of the third Annual General

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Meeting after the Director was elected, even if his or her retirement results in more than one-third of all Directors retiring from office. A retiring Director remains in office until the end of the meeting and is eligible for re-election at the meeting.