

Nomination, Selection and Appointment of Non Executive Directors

The Board maintains the responsibility for the nomination, selection and appointment of non-executive directors and has put in place this policy and procedure for both the nomination of new directors and the re-appointment of existing non-executive directors.

Policy

The Board will annually review its composition against criteria set out in the Board Charter and will make recommendations for changes to ensure the requirements of the charter are met.

At each annual general meeting a minimum of one third of incumbent directors excluding the managing director are subject to retirement in accordance with the constitution and are eligible for re-election subject to this policy.

Every director shall retire from office no later than at the third annual general meeting following his or her last election or appointment and in accordance with the constitution and are eligible for re-election subject to this policy.

New non-executive directors and retiring directors will be subject to the company's procedure for selection and appointment of directors.

Non-executive directors appointed during the year to fill a casual vacancy will be subject to the procedure for re-appointment of directors before the next Annual General Meeting after their casual appointment.

Directors are not appointed for any specific term.

Directors subject to retirement under the constitution are not automatically re-appointed.

Procedure for the re-appointment of non-executive directors

At least annually,

1. The Board shall conduct its evaluations of the Board, its committees and individual directors.
2. The results of the evaluations shall be collated by the Company Secretary and reported to the Board at the next Board Meeting.
3. Review the current Board skills
4. Assess the required skills, experience, expertise and levels of independence necessary for the company both currently and in the foreseeable future.
5. Review and update the criteria for Board membership.
6. Measure the retiring director's skill against the criteria.
7. The Board consider and make recommendations to the Annual General Meeting as to the re-appointment or removal of the director.

Procedure for the appointment of new non-executive directors

Based on the regular review of the Board's composition, the Board's evaluation procedure and its necessary and desirable competencies, the Board may resolve to increase the number of directors to match the need for those competencies.

The Board will use the following procedure when seeking new directors:

1. Review the current Board skills
2. Assess the required skills, experience, expertise and levels of independence necessary for the company both currently and in the foreseeable future.
3. Discuss and agree the criteria for selection
4. Utilise the services of an independent executive search organisation to seek out appropriate candidates that meet the selection criteria, and or, the Board may assess a list of candidates provided by the members of the Board.
5. Eliminate former staff, members of the audit firm or directors of the audit company who were professional member of an audit team and who have not served a 2-year cooling off period or where an existing company officer was also a previous professional member of an audit team.
6. Assess the final candidature list against the selection criteria.
7. Prepare the final list and agree on the candidate(s)
8. The Chairman approaches the selected candidate(s)
9. The Board meets the candidate(s)
10. The Candidate is appointed in accordance with the decision of the Board, and the constitution

Meetings

The Board will meet annually and more frequently as necessary to review and consider the composition and competencies of the Board in accordance with this policy.

Review of this policy

The Board will review this policy annually to ensure it remains consistent with the Board's objectives and responsibilities.

Publication of Policy

A summary of the policy will be included in the annual report to shareholders.

A copy of the policy is available on our website at www.creditcorp.com.au.

A copy of the policy is available to Credit Corp Group shareholders upon request.