



Election of Directors Policy

Beam Communications Holdings Limited Policy No. 09

**Date of Adoption: 28 May 2015,
amended 2 September 2015,
amended 22 November 2018 (company name change).**

Beam Communications Holdings Limited

Election of Directors Policy

1. Policy

The full Board of Directors (**Board**) is responsible for establishing criteria for Board membership, reviewing Board membership and identifying and nominating Directors. Board membership shall be reviewed annually to ensure the Board has an appropriate mix of qualification, skills and experience as outlined below. External professional advisers may be used to assist in this process and shall be engaged at the expense of Beam Communications Holdings Limited (**Company**). The Company will provide a program to induct new Directors and provide appropriate professional development opportunities for Directors to develop and maintain their skills as needed to perform their Directorial roles appropriately.

2. Appointment

- (a) Prior to appointing, or putting forward a directorial candidate, the Board should ensure that the following information is provided to Company shareholders in relation to the candidate:
 - (i) biographical details, including their relevant qualifications and experience and the skills they bring to the Board;
 - (ii) details of any other material directorships currently held by the candidate; and
 - (iii) a statement by the Board as to whether it supports the election or re-election of the candidate.
- (b) For candidates standing for election as a Director of the Company for the first time, the Board will undertake appropriate checks in relation to the candidate's character, experience, education, criminal record and bankruptcy history. The Board will determine and disclose to shareholders the details of any interests or associations of the candidate that may be perceived to influence their role as director of the Company.
- (c) Members appointed by the Board must stand for election at the next general meeting of shareholders.

3. Terms of Appointment

Directors are appointed under the terms contained in the Constitution. In addition to this, each Director should have a written agreement with the Company setting out the terms of their appointment, including remuneration entitlements, disclosure requirements and ongoing confidentiality obligations to the Company.