

Governance & Nomination Committee Charter

(24 August 2022)



Introduction

1. This is the Governance and Nomination Charter for Whitehaven Coal Limited (**Whitehaven**). The charter governs the procedures of the Governance and Nomination Committee (**Committee**) and outlines the procedures and guidelines of nominating a candidate to the position of director on Whitehaven's Board (**Board**).

Governance and Nomination Committee

2. The Committee is a committee of the Board. Its primary purpose is to support and advise the Board in relation to Whitehaven's governance policies and practices and the recruitment of appropriate candidates for appointment to the Board.

Composition

3. The Committee will consist of at least three non-executive directors, a majority of whom are independent.
4. The Committee may invite any executive management team members or other individuals to attend meetings of the Committee. Any director who is not a member of the Committee may attend (but not vote at) a meeting of the Committee, unless the chairman determines otherwise.
5. **Chairman**: the chairman of the Committee is an independent director appointed by the Board.
6. **Secretary**: the company secretary will be the secretary of the Committee.

Removal or Resignation

7. If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. The Board will appoint the successor.

Sub-Committee

8. The Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members. The procedural provisions in this charter applying to the Committee apply in relation to any sub-committee of the Committee.

Meetings

9. The Committee will meet as frequently as required but no less than twice a year.
10. Any Committee member or the secretary may call a meeting of the Committee. A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Committee at least five days prior to the date of the meeting by the secretary. The notice for members will include relevant supporting papers for the agenda items to be discussed.
11. The Committee may have access to employees of Whitehaven and appropriate external advisers. The Committee may meet with these external advisers with management being present.
12. The chairman of the Committee, or delegate, will report to the Board.

13. Minutes of proceedings and resolutions of Committee meetings will be kept by the secretary.
14. A quorum will comprise any two members. In the absence of the Committee chairman or appointed delegate, the members will elect one of their number as chairman for that meeting.
15. Each member will have one vote and the chairman of the Committee will not have a second or casting vote.

Duties and Responsibilities

Current Board

Skill requirements

16. The Committee will develop and periodically assess the board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership, having regard to the strategic direction of Whitehaven, and report the outcome of that assessment to the Board.
17. The Committee will, as and when it considers appropriate, but in any event whenever an existing non-executive director retires, assess the skills and competencies represented on the Board by the non-executive directors and determine whether those skills and competencies meet the required skills and competencies as identified.

Independence

18. The Committee will assess and make recommendations to the Board in relation to the independence of directors, having regard to the criteria set out in Whitehaven's Board Charter.
19. The Committee will establish processes and criteria for identification of suitable candidates for appointment to the Board.
20. The Committee will recommend the appointment of directors to the Board and assist the Board in determining its recommendations to shareholders regarding directors' election or re-election at the AGM.

Performance evaluation

21. The Committee will establish and make recommendations to the Chairman of the Board the processes and criteria for review of the performance of individual directors, the Committees, and the Board as a whole.

Skill enhancement

22. The Committee will make recommendations to the Chairman of the Board on means by which skills levels of existing non-executive directors can be enhanced.

Size of board

23. The Committee will regularly review the size of the Board and make recommendations to the Board on whether additional directors should be added or if there are any directors it considers should be proposed for removal by shareholders.

Diversity

24. The Committee also supports and advises the Board on identifying initiatives required to improve diversity including:
- the implementation and effectiveness of Whitehaven's Diversity Policy; and
 - ongoing monitoring of progress against achieving the measurable objectives set by the Board and the effectiveness of the measurable objectives in supporting greater workplace diversity.

Board Committees

25. The Committee will identify directors qualified to fill vacancies on Board committees and make recommendations to the Board accordingly, having regard to such factors as the Committee considers appropriate, including the charter of the particular Board committee and the director's experience.

New Candidates

Candidate Identification

26. Having regard to the mix of skills and diversity required and the current Board mix of skills and diversity, the Committee will implement a process for the identification of suitable candidates for appointment to the Board of non-executive directors.
27. In determining the process for the identification of suitable candidates, the Committee may cause a search to be undertaken by an appropriately qualified independent third party acting on a brief prepared by the Committee which identifies the skills sought.
28. The Committee will make recommendations to the Board on candidates it considers appropriate for appointment.

Re-Nomination of Retiring Non-Executive Directors

29. The Committee will inform the Board of the names of non-executive directors who are retiring in accordance with the provisions of the constitution and will make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director.
30. In order to make these recommendations the Committee will review the retiring non-executive director's performance during the period in which the non-executive director has been a member of the Board. The Committee will conduct that review by whatever means it considers appropriate.
31. A member of the Committee will not participate in the review of his or her own performance.

Appointment of Directors

32. Once the Board, after reviewing the recommendations provided by the Committee, has decided to appoint a new candidate to non-executive director, Whitehaven will provide the letter of appointment and relevant documents to the new non-executive director.

Powers

33. The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility, and does not have any power to commit the Board to any recommendation or decision made by it except where and to the extent that it has express delegated authority from the Board

Reporting

34. The Committee will prepare draft reports for Board consideration as required by law or listing rules or as requested by the Board on the matters within its responsibility, including regular reports to scheduled Board meetings, relevant sections of the annual report and other shareholder documents.
35. The Committee chairman or the chairman's nominee shall attend Board meetings and annual general meeting prepared to respond to any director's or shareholder's questions (as applicable) on the Committee's activities.

Compliance with Governance Requirements

36. The Committee also supports and advises the Board with compliance with relevant governance requirements identified by the Committee including those set out in the Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council.