1. Purpose

The Nominations Committee (the Committee) is established by the Board of Directors of Genetic Technologies Limited (GTG) to assist the Board in fulfilling its responsibilities relating to the composition, structure, performance, and succession planning of the Board and senior management.

2. Authority and Scope

The Committee is a standing committee of the Board and operates under the authority of the Board. It is responsible for:

- Reviewing the size and composition of the Board and its Committees
- Identifying and recommending suitable candidates for Board and executive roles
- Overseeing Board succession planning and renewal
- Ensuring a robust process for evaluating the performance of the Board, Committees, and individual Directors

3. Membership and Composition

- The Committee shall comprise at least three (3) members, a majority of whom must be independent non-executive directors
- The Chairman of the Committee must be an independent director, and may not be the Chair of the Board
- Membership will be reviewed periodically by the Board

4. Meetings

- The Committee will meet at least annually, or more frequently as required
- A quorum shall consist of two members, including at least one independent Director
- The Company Secretary shall act as Secretary of the Committee and attend all meetings

5. Responsibilities

The Committee is responsible for:

a. Board Composition & Skills

- Reviewing Board composition to ensure an appropriate mix of skills, experience, diversity and independence
- Maintaining and reviewing a Board Skills Matrix
- Recommending changes to the composition of the Board and Committees where necessary

b. Director Appointments

- Developing and implementing a process for nominating new Directors
- Recommending individuals for appointment or re-election

- Conducting background checks and ensuring candidates meet ASX and Corporations Act requirements

c. Succession Planning

- Overseeing succession planning for the Board, CEO and other senior executives
- Ensuring plans are in place for emergency succession if required

d. Performance Evaluation

- Coordinating regular evaluation of the performance of:
- the Board
- individual Directors
- Board Committees
- Reviewing outcomes of evaluations and making recommendations for improvement

e. Independence & Tenure

- Assessing the independence of Directors annually
- Monitoring Director tenure and managing orderly Board renewal

f. Diversity and Inclusion

- Supporting diversity at Board and senior management levels, in line with the Company's Diversity Policy

6. Access to Information and Advisors

- The Committee may obtain external legal, financial or other professional advice, as necessary
- The Committee has full access to the Company's records, management, and external advisers

7. Reporting

- The Chairman of the Committee will report to the Board on its proceedings after each meeting
- Key activities and meeting attendance will be disclosed in the Annual Report

8. Review of Charter

This Charter will be reviewed every two years, or earlier if required, to ensure it remains aligned with applicable laws, best practices, and the ASX Corporate Governance Principles.