



Policy for
Selection, Appointment, Nomination
and
Re-Election of Non-Executive Directors

Table of Contents

Introduction	3
Purpose	3
Board Appointed Directors	3
Nomination of Directors Process	4
Selection Criteria.....	4
Letters of Appointment	5
Induction.....	5
Re-election.....	5
Review of this policy	5

Introduction

1. The Board of Integrated Payment Technologies Limited (**InPayTech**) has delegated specific duties to the Remuneration and Nomination Committee (**RNC**) with regard to the selection, appointment, nomination and re-election of non-executive directors.

Purpose

2. While the election of Directors is ultimately a matter for InPayTech security holders, the Board plays an important role in the selection and recommendation of potential candidates for security holder vote.
3. The Board manages succession planning for the Board and reviews its composition with the assistance of the RNC. The RNC is responsible (amongst other things) for:
 - a) providing advice and recommendations to the Board regarding the criteria for the selection of directors and the nominations for appointment as directors (either between Annual General Meetings (AGMs) or to stand for election); and
 - b) where a casual or other vacancy arises, investigating who might be available to fill such a vacancy and making a recommendation to the Board.
4. This Policy sets out the process and the guidelines for the selection, appointment, nomination and re-election of non-executive directors.

Board Appointed Directors

5. The Committee reviews the current Board composition (excluding any director known to be stepping down) against the desired capabilities of the Board set out in the skills matrix taking into account the Group's current circumstances and future expectations. Based on this review and the general selection criteria set out below, the Committee prepares a set of specific selection criteria for the new director for approval by the Board.
6. Once the specific selection criteria has been approved by the Board, the Committee commences the search for prospective candidates who may be identified from a number of sources, including but not limited to executive search consultants, director or management contacts or shareholder recommendations.
7. The Committee arranges interviews and reference checks with selected candidate(s) to ascertain their suitability and updates the Board as appropriate on the selection process.
8. Once the Committee has identified the preferred candidate(s), the Committee provides a list of potential candidates for the Board to consider.
9. The Board will then appoint its preferred candidate as a director (as a casual vacancy or as an addition to the Board) in accordance with InPayTech's constitution, the ASX Listing Rules, the ASX Corporate Governance Principles and Recommendations and on InPayTech's standard terms of appointment.

10. Any person who is appointed as a director (other than the Managing Director), whether as an addition to the Board or a casual vacancy, holds office until the next Annual General Meeting of security holders and is eligible for election by security holders at that meeting.

Nomination of Directors Process

11. The Constitution and the ASX Listing Rules set out processes for the nomination of directors. In accordance with ASX Listing Rule 14.3 and subject to Clause 13.3(e) of InPayTech's Constitution, InPayTech will accept nominations for the election of directors given at least 35 business days before the date of the General Meeting at which the director(s) may be elected.
12. A notice of a proposed director nominee should be sent to the Company Secretary at the Company's registered address and must include:
 - The security holder's name and address.
 - The nominee's name, address and email address.
 - A statement that the security holder is entitled to vote at such meeting.
 - A statement that the security holder intends to appear in person or by proxy at the meeting to nominate the person(s) specified in the notice.
 - A statement addressing the Selection Criteria described in the section below.
 - Other information about the nominee that would be included in the explanatory statement of the Notice of Meeting for the election of directors.
 - The consent of the nominee to serve as a director of InPayTech if so elected.
13. The Board (with the assistance of RNC) will consider nominees for director by applying the selection criteria described in the following section, prior to recommending potential candidates for security holder vote.

Selection Criteria

14. The Committee will consider candidates who possess the particular skills, experience and expertise that will best complement the Board effectiveness at that time.
15. In considering the overall balance of the Board's composition, the Committee will give due regard to diversity considerations.
16. In its evaluation of candidates for the Board, the Committee will have regard to normally accepted nomination criteria, including but not limited to:
 - a) Appropriate background, experience, industry knowledge or ability to acquire that knowledge, professional skills and qualifications;
 - b) Demonstrated and recognised knowledge, experience and competence in business including financial literacy;
 - c) Ability to analyse information, think strategically and review and challenge management in order to make informed decisions and assess performance;
 - d) Good communication skills and ability to work harmoniously with fellow directors and management;
 - e) Willingness to devote the required time, including being available to attend Board and Committee meetings;
 - f) High levels of personal and professional integrity; and

- g) The results of checks undertaken as to the candidate's character, experience, education, criminal record and bankruptcy history.

Letters of Appointment

- 17. All new Directors will be required to enter into formal agreements governing their appointment. These agreements prescribe:
 - a) term of appointment – subject to security holder approval;
 - b) remuneration;
 - c) expectations in relation to attendance at meetings;
 - d) expectations and procedures in relation to other directorships;
 - e) procedures in relation to conflicts of interest;
 - f) insurance and indemnity arrangements;
 - g) compliance with governance policies and charters;
 - h) access to independent advice; and
 - i) confidentiality and access to information.

Induction

- 18. On commencement, all Directors undertake an induction program.

Re-election

- 19. Non-executive Directors are subject to re-election by security holders at least every three years on a rotational basis.
- 20. If retiring Directors offer themselves for re-election, the Board will consider whether to support them for security holders' consideration at the next AGM. The Board will communicate its recommendation to security holders as part of the Notice of Meeting.
- 21. Support for re-election is not automatic and is subject to satisfactory performance in accordance with InPayTech's Director evaluation processes.

Review of this policy

- 22. This policy shall be reviewed by the RNC or Board every year and at any other time considered appropriate by the Board, the RNC or the Company Secretary.