



Whitehaven Coal Limited Governance and Nomination Committee Charter

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 to ensure that the Board is comprised of individuals who are best able to discharge the responsibilities of directors by;
 - a) assessing the skills and competencies required on the Board;
 - b) assessing the extent to which the required skills are represented on the Board;
 - c) assessing the independence of directors, having regard to the criteria set out in Whitehaven's Board Charter;
 - d) establishing processes for review of the performance of individual directors and the Board as a whole;
 - e) establishing processes for identification of suitable candidates for appointment to the Board; and
 - f) recommending the appointment and removal of directors.
3. The Committee also supports and advises the Board on:
 - a) the oversight of succession planning for the chief executive officer role; and
 - b) 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.

DIVERSITY

4. The Committee also supports and advises the Board on identifying initiatives required to improve diversity including:
 - a) the implementation and effectiveness of Whitehaven's Diversity Policy; and
 - b) 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.

COMPOSITION

5. The Committee will consist of at least three non-executive directors, a majority of whom are independent.
6. 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, as determined by the Committee, for discussion of any particular matter relevant to that director or in relation to which that director may have a special contribution to make.
7. **Chairman:** the chairman of the Committee is appointed by the Board.
8. **Secretary:** the company secretary will be the secretary of the Committee.

REMOVAL OR RESIGNATION

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

SUB-COMMITTEE

10. 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

FREQUENCY

11. The Committee will meet as frequently as required but no less than twice a year.

CALLING MEETING AND NOTICE

12. 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.

ADVICE

13. The Committee may have access to employees of Whitehaven and from appropriate external advisers. The Committee may meet with these external advisers with management being present.

REPORT TO THE BOARD

14. The chairman of the Committee, or delegate, will report to the Board.

MINUTES

15. Minutes of proceedings and resolutions of Committee meetings will be kept by the secretary.

QUORUM AND VOTING

16. 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.
17. 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

18. The Committee will periodically assess the skills required to discharge the Board's duties, having regard to the strategic direction of Whitehaven, and report the outcome of that assessment to the Board.
19. The Committee will, as and when it considers appropriate, but in any event whenever an existing non-executive director retires, assess the skills represented on the Board by the non-executive directors and determine whether those skills meet the required skills as identified.

Skill enhancement

20. 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

21. The Committee will regularly review the size of the Board and make recommendations to the Board on any directors it considers should be removed.

Removal of directors

22. The Committee will make recommendations to the Board on any directors it considers should be removed.

BOARD COMMITTEES

23. 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

24. 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.

25. 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.
26. The Committee will make recommendations to the Board on candidates it considers appropriate for appointment.

RE-NOMINATION OF RETIRING NON-EXECUTIVE DIRECTORS

27. 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.
28. 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.
29. A member of the Committee will not participate in the review of his or her own performance.

APPOINTMENT OF DIRECTORS

30. 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.

INDUCTION PROCEDURE

31. There are many issues, procedures and policies that a new non-executive director of Whitehaven will need to be aware of and understand. Therefore, it is important for Whitehaven to have an induction procedure. To assist a new non-executive director in his or her induction, Whitehaven will put in place appropriate new director induction procedures.

REPORTING

32. 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.
33. 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.