

Charter of the Nomination Committee

1.0 Introduction

The Nomination Committee's (Committee) primary objective is to assist the Board of Tissue Therapies Limited (Tissue Therapies) to identify appropriate individuals who are qualified to become Board members and for developing procedures and measures to ensure that appropriate diversity is represented and promoted at the Board level and throughout the Tissue Therapies organisation consistent with the requirements that may be imposed by the law or ASX or as may be adopted by the Board from time to time.

The Committee's main role and responsibilities are:

- a. review and recommend to the Board the size and composition of the Board and the criteria for Board membership;
- b. assist the Board in developing a skills matrix to identify the necessary and desirable competencies of Board members and to maintain an appropriate mix of skills, experience, qualification and diversity on the Board;
- c. assist the Board in identifying appropriate individuals as potential candidates for Board membership and re-election;
- d. to oversee succession planning for Executives and other senior managers;
- e. to assist the Board with developing, overseeing the implementation of, and ongoing monitoring of specific policies that may be adopted or required by the law or ASX from time to time, including an appropriate diversity policy.

2.0 Membership

The members of the Committee and the Chairman of the Committee will be as determined by the Board.

The Committee should consist of not less than three Directors of Tissue Therapies, comprised of two Independent Directors (free from a relationship that could materially interfere with the exercise of his or her independent judgment as a member of the Committee) and the Managing Director.

The Chairman of the Committee is to be an Independent Director as elected by the members of the Committee from time to time.

3.0 Meetings

3.1 Committee meetings

The Committee will meet at least once a year or more frequently if required. A quorum will be two members. Other Board members are entitled to attend Committee meetings and will receive copies of the Committee's papers.

3.2 Secretary

The secretary will be responsible for circulating the agenda and supporting documentation in advance of each meeting, and preparing and circulating the minutes of meetings to members of the Committee and the Board after each meeting.

3.3 Conduct at meetings

The Committee may adopt rules for the conduct of its affairs, provided only that they are not inconsistent with the philosophies of Tissue Therapies, this charter or any resolution of the Board.

4.0 Reporting

4.1 General reporting obligations

The Committee will update the Board regularly about its activities. The Chairman of the Committee will report to the Board, at the Board meeting next following a meeting of the Committee, on any matters under consideration by it.

Any relevant matters deemed to be of major importance, as determined by the Committee should be referred to the Board for its attention.

4.2 Specific reporting obligations

The Committee will prepare any reports required by law or the ASX Listing Rules or requested by the Board including relevant sections of Tissue Therapies' annual report and other documents. In particular, the Committee may be required to prepare and report on any measurable objectives set by the Board, ASX or the law, including, to achieve appropriate diversity.

4.3 Disclosure of Board selection process

The Committee will assist the Board in promoting transparency of the Board candidate selection and nomination process by preparing a summary for inclusion in Tissue Therapies' annual report.

Information in the annual report on the Board selection process should include:

- a. details as to the use by Tissue Therapies of a Board skills matrix to identify any gaps in the skills, qualification, diversity and

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experience of the Board;

- b. the process by which candidates are identified and selected, including whether professional intermediaries are used to identify and assess candidates;
- c. the steps taken to ensure a diverse range of candidates is considered; and
- d. the factors taken into account in the selection process.

5.0 Role and Responsibilities

The specific role and responsibilities of the Committee include the following:

- a. review and recommend to the Board the size and composition of the Board and the criteria for Board membership;
- b. assist the Board in developing a skills matrix to identify the necessary and desirable competencies of Board members and to maintain an appropriate mix of skills, experience, qualification and diversity on the Board;
- c. assist the Board in identifying appropriate individuals as potential candidates for Board membership and re-election;
- d. ensure that any diversity profile identified by the Board is a factor that is taken into account in the selection and appointment of qualified employees, senior management and Board candidates;
- e. consider and implement strategies to expand the pool of qualified candidates to select from;
- f. develop a process for the evaluation of the performance and independence of the Board, its committees and individual Directors and implement a process to identify, assess and enhance the skill set of Directors;
- g. ensure that an appropriate induction program is put in place for new employees, senior management and Board members and review this program as required;
- h. receive and review annually reports on management succession planning for Executives and other senior managers;
- i. review and make recommendations in relation to corporate governance issues as may be requested by the Board from time to time or required by ASX or the law.

6.0 Miscellaneous

6.1 Review

The Board will, at least annually, review the membership and charter of the Committee to ensure that it remains relevant and appropriate to Tissue Therapies, to determine the effectiveness of the Committee, and to make changes to this charter as necessary.

The Board may obtain independent advice where it considers that such advice is necessary or appropriate.

6.2 Delegation

The Committee may delegate some or all of its duties and responsibilities to the Chairman of the Committee, the Chairman of the Board or a sub-committee.

6.3 Endorsement

This charter was adopted by the Board on 9th July 2013.

Roger Clarke, Chairman

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7.0 Definitions and Interpretation

7.1 Definitions

In this charter:

Term	Definition
ASX	means ASX Limited ACN 008 624 691 and the exchange operated by it.
Board	means the Company's board.

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Term	Definition
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of Tissue Therapies.
Tissue Therapies	means Tissue Therapies Limited ACN 101 955 088 and any subsidiary or related body corporate.

7.2 Interpretation

Concepts not defined in this charter which are given a meaning in the Corporations Act have the same meaning as in the Corporations



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