

Nomination Committee Charter

1. Purpose of the Charter

- 1.1. The Nomination Committee ('Committee') is a committee of the ASX Limited Board ('Board').
- 1.2. This Charter sets out the role and responsibilities, composition and operation of the Committee.

2. Role and Responsibilities

- 2.1. The Board and the ASX Group clearing and settlement boards have delegated responsibility to the Committee to conduct detailed examination of certain nomination matters which may require approval by those boards.
- 2.2. The Committee is responsible for:
 - a) reviewing and making recommendations to non-executive directors on the Board, Board Committees and ASX Group clearing and settlement boards on the following matters:
 - i. process for nomination and selection;
 - ii. necessary and desirable competencies and experience;
 - iii. performance, and the process to review director contributions;
 - iv. succession plans for the Boards and Board Chairs as well as plans to manage the succession of the CEO;
 - v. the independence of non-executive directors, including by an annual formal assessment using defined criteria of independence and materiality;
 - vi. induction programs as well as continuing professional development opportunities for non- executive directors; and
 - vii. gender diversity;
 - b) at least annually considering whether any changes are required to each Board's skills matrix, having regard to the mix of skills, expertise, experience and diversity that the applicable Board currently has or is looking to achieve in its membership, and reporting to the Board on any areas identified for further professional development or consideration in identifying candidate directors;
 - c) reviewing and recommending to the Boards their size and composition, having regard to the relevant Board's skills matrix and the objective that each Board comprise the mix of skills, expertise, experience and diversity required for the Board to discharge its obligations effectively; and
 - d) reviewing and recommending to the Boards a non-executive director professional development program including having regard to each Board's skills matrix and the corporate strategy and regularly reviewing the effectiveness of the program.

3. Composition and Operation

- 3.1. The members of the Committee are appointed by the Board.

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- 3.2. a) The Committee will consist of at least three members.
- b) A majority of the Committee, including the Committee Chair, are independent ASX non-executive directors.
- c) The Chair of ASX Limited will chair the Committee, except when the Committee is addressing the appointment of a successor to the Chair of ASX Limited. In that case, the members will appoint another chair of the Committee for such discussion.
- d) In exceptional circumstances, the Committee Chair may be required to act as Executive Chair for a limited period of time.
- e) A Chair acting as Executive Chair for a limited period of time is not and is not deemed to be the CEO.
- 3.3. The Committee shall meet at least two times per annum and more frequently as required.
- 3.4. A quorum shall be at least two members or any greater number determined by the Board.

4. Access and Advisers

- 4.1. The Committee has unrestricted access to all records and staff of the ASX Group and has the right to seek explanations and additional information from Management and auditors.
- 4.2. The Managing Director and CEO and the Group General Counsel and Company Secretary may attend Committee meetings. Other ASX executives may be invited to attend meetings of the Committee.
- 4.3. The Committee Chair will directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

5. Relationship with other ASX Group Governance Forums

- 5.1. The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.
- 5.2. ASX non-executive directors who are not Committee members may attend Committee meetings.
- 5.3. The Committee will also provide reporting to Board Committees and the ASX Group subsidiary boards (as appropriate) on nomination matters which have been delegated to it or which are relevant to those bodies. These reports may be verbal.
- 5.4. Each year, the Committee will report to the clearing and settlement boards a summary of the activities it has carried out relevant to those boards, and confirm all obligations delegated to the Committee have been fulfilled.

6. Review

- 6.1. The Committee will review its Charter annually to keep it up-to-date and consistent with the Committee's authority, objectives and responsibilities.
- 6.2. Amendments to the Charter, other than updates for ASX branding or position titles, are to be approved by the Board.

Approval Date

Charter approved: 19 May 2022