

AUB Group Limited Nomination Committee Charter

Effective 6 May 2025



1. Introduction

The Nomination Committee (**Committee**) is established as a committee of the board of directors (**Board**) of AUB Group Limited (**AUB**). This Charter outlines the purpose, responsibilities and composition of the Committee and the manner in which it discharges its responsibilities for AUB and its controlled entities (together **AUB Group**).

2. Purpose

The primary purpose of the Committee is to provide an objective review and oversight of Board composition and succession, director skills and development, and Board performance.

3. Role

The Committee has been established to assist the Board in discharging its responsibilities on a range of matters relating to the oversight and review of:

- a) Board and Board committee composition;
- b) Board succession planning;
- c) Director appointment and election;
- d) Director skills and development; and
- e) Board performance reviews.

4. Composition

The Committee will consist of at least three directors of AUB, all of whom must be non-executive directors, and the majority of members of the Committee must be independent.

The Committee membership and Committee Chair will be as determined from time to time by the Board. The Committee Chair will be an independent director.

If the Committee Chair is also the Board Chair, the Committee members will appoint another chair of the Committee when the Committee is addressing the appointment of a successor to the Board Chair.

The AUB Company Secretary will be the secretary of the Committee (**Secretary**).



5. Authority and Access

The Committee is authorised to perform activities within the scope set out in this charter and to make appropriate recommendations to the Board.

The Committee has unrestricted access to information it considers relevant to its responsibilities. This includes the right to access management and external parties, and may make any enquiries necessary to fulfil its responsibilities.

The Committee may, with prior approval of the Board Chair, wherever practicable, obtain independent advice at AUB's expense. This includes by engaging and receiving advice and recommendations from appropriate independent experts. The engagement and any advice received will be independent of management.

6. Responsibilities of the Committee

6.1 Board composition and succession

- a) Review and recommend to the Board for approval the appropriate size and membership of the Board and Board committees (including the chairs), subject to the terms of the constitution.
- b) Consider director succession plans in order that an appropriate mix of skills, experience, knowledge, independence, expertise and diversity is maintained, to enable the Board to discharge its duties and responsibilities effectively.

6.2 Director appointment and election

- a) Identify and assess potential director candidates, and undertake background checks including character, experience, education, criminal record and bankruptcy history.
- b) Recommend to the Board for approval the appointment of suitable director candidates.
- c) Review and make recommendations to the Board regarding directors for election and re-election prior to the annual general meeting.

6.3 Board skills and development

- a) Review and recommend to the Board for approval the Board skills matrix, having regard to the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership, and report to the Board on any areas identified for further professional development or consideration in identifying candidate directors.
- b) Oversee the induction program and professional development program for directors, in order that they are able to develop and maintain the skills and knowledge required to perform their role effectively.



6.4 Board performance reviews

- a) Undertake an annual performance evaluation of the Board, the Board committees and individual directors, with the assistance of an external facilitator as required.
- b) Conduct an annual assessment of the independence of each non-executive director, using defined criteria of independence and materiality.

6.5 Other matters

- a) Other relevant matters identified from time to time, or as requested by the Board.

7. Meetings

The Committee will meet at least twice per year, or more frequently as necessary.

A quorum for meetings is two Committee members.

The Secretary will prepare an agenda for each Committee meeting for review by the Committee Chair. Any member may require business to be included on the agenda provided that the Committee Chair and Secretary have been given prior notice.

Resolutions will be adopted by simple majority. In the case of a tie in votes, the Committee Chair has a casting vote, in addition to their vote as a Committee member.

All AUB non-executive directors will have access to Committee papers and may attend Committee meetings, subject to conflicts.

The Committee may invite other persons to attend Committee meetings.

The Committee Chair will report on the business of Committee meetings to the Board, including any Committee recommendations.

Minutes of Committee meetings will be made available to all AUB directors.

8. Review

The Committee will perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

The Committee will regularly review this charter. Any amendments to this charter are to be approved by the Board.



9. Material Revisions

Version	Approval Date	Effective Date	Details
1.0	24 April 2017	24 April 2017	Policy approved by AUB Group Limited Board.
2.0	1 July 2020	1 July 2020	Policy approved by AUB Group Limited Board.
3.0	10 December 2020	10 December 2020	Policy approved by AUB Group Limited Board.
4.0	6 May 2025	6 May 2025	Policy approved by AUB Group Limited Board.