

# NOMINATION COMMITTEE CHARTER

CERTAINTY

INGENUITY

ADVANTAGE

 **Computershare**

# Nomination Committee Charter

## **1. PURPOSE**

The purpose of Computershare Limited's (the Company) Nomination Committee is to identify individuals qualified to become members of the Board.

## **2. MEMBERSHIP**

Unless the Board determines otherwise, the Nomination Committee will consist of all members of the Board.

## **3. DUTIES AND RESPONSIBILITIES**

The Nomination Committee will regularly review the competence, expertise, performance, constitution and succession of the Board, as well as the performance of individual Directors.

## **4. SELECTION AND APPOINTMENT OF DIRECTORS**

The Company's Constitution authorises the Board to appoint a new Director either to fill a casual vacancy or as an additional member of the Board. Any such appointment is usually required to be approved by members at the next general meeting of the Company.

In selecting an appropriate candidate for appointment, the Nomination Committee will have regard to, among other things, a candidate's previous experience, knowledge of the industries in which the Company operates, and the current composition of the Board, such that the Board as a whole has the requisite skills, diversity and experience to fulfil its duties.

Prior to being appointed as a Director of the Company, a candidate must satisfy the eligibility requirements contained in the Corporations Act 2001 (Cth) (specifically section 201B) and the Company's Constitution (eg, that no person who has been an insolvent under administration within the previous five years is eligible to become a director of the Company). In addition, the candidate must also sign a consent to act as a director.

The Nomination Committee will also approve the terms and conditions of appointment to and retirement of non-executive Directors from the Board.

## **5. REVIEW OF CHARTER**

The Committee will review this charter annually and submit any proposed amendments to the Board for consideration. No amendments will be effective without the approval of the Board.

This version of the Charter was approved by the Board on 8 March 2018.

