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# Nomination Committee Charter



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**Nomination Committee Charter**

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**1 INTRODUCTION**

The Board of Directors (**Board**) of AusNet Services Ltd (**AusNet Services Board**) has established a Nomination Committee (**Committee**). This document sets out the structure, role and responsibilities of the Committee.

**2 ROLE AND RESPONSIBILITIES**

The role of the Committee is to:

- (a) review and make recommendations to the AusNet Services Board with respect to:
  - (i) the composition, diversity and structure of the boards of AusNet Services and its subsidiaries (being the **AusNet Services Group**), and the various Board committees;
  - (ii) the nomination of candidates for appointment or re-appointment to the AusNet Services Board and the various AusNet Services Board committees, including undertaking appropriate checks before appointing a candidate;
  - (iii) development of a board skills matrix setting out the mix of skills, expertise and diversity that the Board currently has or is looking to achieve in its membership;
  - (iv) terms and conditions of appointment and retirement of directors;
  - (v) the appointment of the Managing Director and, on the recommendation of the Managing Director, the appointment of the Chief Financial Officer; and
  - (vi) succession planning for the Managing Director and all other senior executives of AusNet Services;
- (b) oversee and approve candidates for appointment to the boards of AusNet Services' subsidiary companies, noting that the subsidiary company boards would effect such appointments;
- (c) oversee the policies of the AusNet Services Group with respect to:
  - (i) criteria for director selection; and
  - (ii) board size, composition and succession;
- (d) as required, assist the AusNet Services Board with evaluation of the performance of the boards of AusNet Services Group, Board committees and individual directors, including the processes for the review of such performance and using where necessary an external consultant; and
- (e) ensure processes are in place for effective director induction and ongoing education and regularly review the effectiveness of these processes.

**3 AUTHORITY**

- (a) The Committee has authority to perform activities within the scope of the responsibilities set out in this Charter and make recommendations to the Board.
- (b) The Committee is entitled to:
  - (i) seek advice of the Company's auditors and solicitors; and
  - (ii) engage, or procure the engagement of, independent advisers,as considered necessary or desirable by the Committee to assist it in discharging its responsibilities.
- (c) The Committee has unrestricted access to management, employees and company information as required and full discretion to invite any Director or officer, or the internal and external auditors (with or without management present) to attend its meetings.

**Nomination Committee Charter****4 MEMBERSHIP OF THE COMMITTEE**

- (a) Unless otherwise determined by the AusNet Services Board, the Committee will comprise all non-executive directors of AusNet Services.
- (b) The members of the Committee are to be appointed by the AusNet Services Board.
- (c) The AusNet Services Board will appoint the Chairman of the Committee, who will be an independent director.
- (d) Members of management may attend meetings of the Committee by invitation.
- (e) Members of management may not be present during, or participate in, deliberations of the Committee where the matter does or could affect their position.

**5 ADMINISTRATIVE MATTERS**

- (a) It is intended that the Committee will normally meet bi-annually or more frequently as required.
- (b) Meetings shall be convened by the Chairman. Any member of the Committee may request that the Chairman convene a meeting by giving a reasonable period of written notice to Committee members.
- (c) A quorum of the Committee will comprise a majority of the Committee members. If the Chairman is not able to attend a meeting, the Chairman, or the members of the Committee present, will appoint another Committee member to act as Chairman at that meeting. However, all members are expected to attend (either in person or by conference call or similar means) and participate at all meetings.
- (d) Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or written resolution signed by all the Committee members shall be effective as a resolution duly passed at a meeting of the Committee and may consist of several documents in like form, each signed by one or more members. The expression 'written' includes telefax or other electronic means.
- (e) Each member of the Committee will have one vote. A decision of the Committee shall require the affirmative vote of a majority of the members present and voting. The Chairman will not have a casting vote. If there is a tied vote, the motion will lapse.
- (f) The Company Secretary of AusNet Services (or a suitable delegate) will attend all Committee meetings as minute secretary. The minute secretary will keep minutes of proceedings and resolutions of the Committee. Any director may inspect the minutes of the Committee.

**6 REPORTING**

- (a) A report of the actions of the Committee and/or a copy of the minutes of the Committee meetings, including any recommendations, will be included in the Board papers for the next AusNet Services Board meeting.
- (b) The Committee Chairman will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

**7 REVIEW**

- (a) The Committee will review this Charter and its composition at least every two years and make recommendations to the AusNet Services Board.
- (b) The Committee will review its performance on an annual basis against the requirements of this Charter and in accordance with any other review process approved by the Board. The findings of the annual review will be reported to the Board.

**8 SCHEDULE OF REVISIONS**

<b>Issue</b>	<b>Date</b>	<b>Details of Change</b>
1	07/07/2008	Charter approved by Board.
2	22/12/2008	Amendments approved by Board.
3	28/01/2010	Amendments approved by Board.
4	12/07/2011	Amendments approved by Board.
5	18/07/2012	Amendments approved by Board.
6	18/03/2016	Amendments approved by Board
7	19/09/2016	Amendments approved by Board
8	30/01/2018	Amendments approved by the Board