



Nomination Committee Charter

Introduction

1. The Nomination Committee (**Committee**) is a committee of the ASX Limited Board (**Board**).
2. The Committee has been appointed as the nomination committee for the boards of the following entities (together, the **CS Boards**):
 - a) ASX Clear Pty Limited
 - b) ASX Clear (Futures) Pty Limited
 - c) ASX Clearing Corporation Limited
 - d) ASX Settlement Pty Limited
 - e) Austraclear Limited
 - f) ASX Settlement Corporation Limited
3. This Charter sets out the role and responsibilities, composition and operation of the Committee.

Role and Responsibilities

4. The role of the Committee is to assist the Board and the CS Boards (together, the **ASX Group Boards**) by conducting detailed examination of certain nomination matters which may require approval by those boards.
5. In performing its role, the Committee's responsibilities include the following matters (and any other matters that may be referred to it by an ASX Group Board or Committee from time to time):

Focus area	Responsibilities
Board renewal and development	Reviewing and making recommendations to non-executive directors on the Board, Board Committees and CS Boards on the following matters: <ul style="list-style-type: none"> > process for nomination and selection; > necessary and desirable competencies and experience; > performance, and the process to review director contributions; > succession plans for the ASX Group Boards and Board Chairs as well as plans to manage the succession of the CEO; > the independence of non-executive directors, including by an annual formal assessment using defined criteria of independence and materiality; > induction programs as well as continuing professional development opportunities for non-executive directors; and > gender diversity.
Board skills	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.
Board size and composition	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.
Professional development program for directors	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.

Committee Composition

6. The members of the Committee are appointed by the Board in consultation with the Committee.
7. The Committee will consist of at least three members, including the Chair of the Board, all of whom are independent non-executive directors of the Board.
8. The majority of members must be independent non-executive directors of the Board.

Committee Chair

9. The Chair of ASX Limited (**ASX**) will chair the Committee, except when the Committee is addressing the appointment of a successor to the Chair of ASX. In that case, the members will appoint another chair of the Committee for such discussion.
10. In exceptional circumstances, the Committee Chair may be required to act as Executive Chair for a limited period of time.
11. A Chair acting as Executive Chair for a limited period of time is not and is not deemed to be the CEO.
12. The Committee Chair's primary responsibilities are leading the Committee and overseeing the processes for the Committee fulfilling its responsibilities under this Charter. The Chair is also responsible for:
 - a) chairing Committee meetings and facilitating open and effective discussions at Committee meetings
 - b) maintain communications with management and the Company Secretary in relation to the Committee's information requirements
 - c) serving as the primary link between the Committee and the Board.

Committee Secretary

13. The Company Secretary of ASX, or such other person as they may nominate, will act as the Committee Secretary and report directly to the Committee, through the Chair on all matters to do with the proper functioning of the Committee. All Committee members have direct access to the Committee Secretary and vice versa.

Committee meetings

Frequency and conduct

14. The Committee will meet at least two times per year or more frequently if necessary to fulfil its responsibilities.
15. Each ASX Group Board director shall have access to Committee papers. However, directors who are not Committee members are not required or expected to review Committee papers.

Quorum

16. A quorum shall be at least two members or any greater number determined by the Board.

Attendance

17. Non-executive directors of the Board who are not Committee members may attend Committee meetings but are not required or expected to do so.
18. The following persons shall have a standing invitation to attend Committee meeting subject to the Committee's discretion to ask a person to withdraw from all or part of a meeting:
 - a) Managing Director and Chief Executive Officer
 - b) Group General Counsel and Company Secretary
19. Other ASX Group executives may be invited to attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.

20. There shall be a standing invitation for a representative of the non-ASX directors of the CS boards to attend Committee meetings. The Committee may request that this person withdraw for any part of a meeting.

Access and Advisers

21. The Committee has unrestricted access to all staff and relevant records of the ASX Group it considers necessary to fulfil its obligations and has the right to seek explanations and additional information from management and auditors.
22. The Committee Chair will directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

Reporting

23. The Committee Chair will update the ASX Group Boards about Committee activities at the next meeting of the Boards through a written paper and/or verbal report.
24. The Committee will refer to the ASX Group Boards, or recommend to the ASX Group Boards the referral to another Board Committee (as appropriate), any matters that have come to the Committee's attention that are relevant for the ASX Group Boards or another Board Committee.
25. Committee meeting minutes will be provided to the ASX Group Boards for noting.

Committee Charter Review

26. The Committee will review the Charter once every two years to keep it up-to-date and consistent with the Committee's authority, objectives and responsibilities.
27. Amendments to the Charter, other than updates for ASX branding or position titles, are to be approved by the Board.

Approval Date

Charter approved: 18 May 2023