

Nomination Committee Charter

September 2017

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 reviewing the following matters for non-executive directors on the Board, Board Committees and ASX Group clearing and settlement boards:
 - a) process for nomination and selection;
 - b) necessary and desirable competencies and experience;
 - c) performance, and the process to review director contributions;
 - d) succession plans;
 - e) induction programs; and
 - f) gender diversity.

3. Composition and Operation

- 3.1. The members of the Committee are appointed by the Board.
- 3.2.
 - a) The Committee will consist of at least three members.
 - b) A majority of the Committee, including the Committee Chairman, are independent ASX non-executive directors.
 - c) The Chairman of ASX Limited will chair the Committee.
 - d) In exceptional circumstances, the Committee Chair may be required to act as Executive Chairman for a limited period of time.
 - e) A Chairman acting as Executive Chairman 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 shall have direct access to ASX Management.
- 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.