



Nomination Committee Charter

Introduction

1. The Nomination Committee (the **Committee**) is a committee of the ASX Limited Board (the **Board**).
2. This Charter sets out the role, responsibilities, composition and operation of the Committee.
3. The Committee has been appointed as the nomination committee for the following entities:
 - 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

The entities listed above are collectively referred to as ‘the **CS Subsidiaries**’, and their Boards are collectively referred to as ‘the **CS Boards**’. The Board and the CS Boards are collectively referred to as the **ASX Group Boards**.

Role and responsibilities

4. The role of the Committee is to assist 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 another Board Committee from time to time):

Focus area	Responsibilities
a) Board renewal and development	<p>review and make recommendations to non-executive directors on the ASX Group Boards and Board Committees on the following matters:</p> <ol style="list-style-type: none"> (i) process for nomination and selection of directors, including: <ol style="list-style-type: none"> (A) identifying new director candidates, and existing directors who are due for re-election (B) assessing the suitability of new director candidates, including whether they meet the fit, proper, competent and capable criteria to be a core officer under the Corporations Act (ii) necessary and desirable competencies, experience and personal attributes for executive and non-executive directors of the Board and CS Boards, including in relation to supporting and promoting a culture of constructive challenge and that is consistent with the ASX Group’s values (iii) the process to review director contributions and to assess the performance of the ASX Group Boards, Board committees and non-executive directors (iv) succession plans for the ASX Group Boards and Board Chairs (v) the independence of non-executive directors, including by an annual formal assessment using defined criteria of independence and materiality (vi) induction programs, as well as continuing professional development opportunities for non-executive directors (vii) diversity, including gender diversity.
b) Board skills	<ol style="list-style-type: none"> (i) consider, at least annually, whether any changes are required to each Board’s skills matrix, having regard to the mix of skills, expertise, experience and diversity that the relevant 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.

Focus area		Responsibilities	
c)	Board and Board Committee size and composition	(i)	review and recommend 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.
		(ii)	review and recommend to the Board the size and composition of the Board Committees, having regard to the skills required for each Board Committee.
d)	Professional development program for directors	(i)	review and recommend 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.

6. The Committee will approve any policies, procedures and other documents or matters that an ASX Group Board may delegate to it from time to time.

Committee composition

7. The members of the Committee are appointed by the Board, in consultation with the Committee.
8. The Committee will consist of at least three members, including the Chair of the Board. All members are to 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 person as 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 to fulfil its responsibilities under this Charter. The Committee Chair is also responsible for:
- chairing Committee meetings and facilitating open and effective discussions at Committee meetings
 - maintaining communications with management and the Company Secretary in relation to the Committee's information requirements
 - serving as the primary link between the Committee and the Boards and other Board Committees.

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 each year or more frequently if necessary to fulfil its responsibilities.
15. Any member of the Committee may convene a meeting of the Committee at any time.
16. Notice will be given to every member of the Committee of every meeting of the Committee, and best endeavours will be used to ensure that a reasonable period of notice is given before each meeting. However,

circumstances may arise that would require a meeting of the Committee to be called at short notice. Acknowledgment of receipt of notice by all members is not required before the meeting may be validly held.

17. 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

18. A quorum shall be two members or any greater number determined by the Board.

Attendance

19. Non-executive directors of the Board who are not Committee members may attend Committee meetings but are not required or expected to do so.
20. Any person may be invited to attend Committee meetings at the invitation of the Committee, as extended by the Committee Secretary.
21. There shall be a standing invitation for a representative of the non-ASX directors of the CS boards to attend Committee meetings.
22. The following persons shall have a standing invitation to attend Committee meeting:
 - a) Managing Director and Chief Executive Officer
 - b) Group General Counsel and Company Secretary
23. The Committee may extend a standing invitation to any other person to attend Committee meetings.
24. The Committee may request that any person who has been invited to attend a Committee meeting who is not a member of the Committee to withdraw for any part of a meeting.

Written resolutions

25. The Committee may pass a resolution without a Committee meeting being held if a majority of at least three quarters of the Committee members sign (including electronically) a document containing a statement that they are in favour of the resolution set out in the document, and the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that resolution.

Access and advisers

26. 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.
27. The Committee may (at ASX's expense):
 - a) appoint external experts to assist the Committee in carrying out its responsibilities
 - b) invite those external experts to attend and provide input at Committee meetings.
28. Where the Committee appoints such external experts, management will provide the external experts with any information necessary to enable the external experts to perform their role.

Reporting and referral of matters

29. The Committee Chair will update the ASX Group Boards about Committee activities. The reports will be provided at the next meeting of the Boards and may be verbal.
30. The Committee will refer to the ASX Group Boards or other Board Committee (as appropriate) any matters that have come to the Committee's attention that are relevant for those Boards Board Committees.
31. Committee meeting minutes will be provided to the ASX Group Boards for noting.

Committee Charter review

32. 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.
33. Amendments to the Charter are to be approved by the Board, except for updates for ASX branding, formatting, position titles, capitalisation, paragraph numbering, dates, and correction of typographical, grammatical, cross-referencing or other minor errors, which may be approved by the Company Secretary.

Charter last reviewed: 21 May 2025

Charter last approved or amended: 3 June 2025