

HBF Health Limited

Nominations Committee Charter

1. Role and Authority

- 1.1. This Charter outlines the roles, responsibilities, and terms of operation of the Board Nominations Committee (Committee) of HBF Health Limited (HBF) and should be read with the Board Charter.
- 1.2. The purpose of the Committee is to assist the Board in fulfilling its corporate governance responsibilities in respect of Board and Board committee composition, Board performance review processes, appointment, and re-election of non-executive directors, director induction programs and succession for the Managing Director and Chief Executive Officer (CEO).
- 1.3. The Board has delegated to the Committee the responsibilities set out in Attachment 1 and may make other delegations to the Committee from time to time.

2. Committee Composition

- 2.1. The Committee comprises of at least three members, all of whom must be non-executive directors and the majority of whom must be independent.
- 2.2. The Chair of the Committee will be the Chair of the Board.
- 2.3. The Company Secretary (or their nominee) will be the Secretary of the Committee.

3. Committee Meetings

- 3.1. The Committee meets at least quarterly, or more often if necessary, to fulfill its responsibilities.
- 3.2. A quorum of the Committee will comprise any two members.
- 3.3. All directors will have access to Committee papers and may attend Committee meetings.
- 3.4. Non-executive directors may meet periodically without management present. The Committee may request or invite management, or external consultants to attend all or part of a Committee meeting.

4. Agenda and Minutes

- 4.1. Each Committee meeting will have a structured agenda. The agenda is determined by the Committee Chair and the Company Secretary. Any director may request that a particular item is added to the agenda.
- 4.2. The agenda and supporting documentation will be distributed to Committee members within a reasonable time before each meeting.
- 4.3. Minutes of each Committee meeting will be prepared by the Company Secretary and presented for approval at the next Committee meeting.

5. Access to Management and Others

- 5.1. The Committee has free and unfettered access to the CEO, the executive management team and any other relevant internal and external party and information and may make any enquiries to fulfill its responsibilities.
- 5.2. Committee members may rely on information, professional or expert advice given, prepared or relied upon by an individual in accordance with section 189 of the *Corporations Act 2001 (Cth)*.

6. Independent Professional Advice

- 6.1. The Committee has the right to seek independent professional advice, subject to the approval of the Board Chair (or in the Board Chair's absence, the Deputy Chair), at HBF's expense, in respect of any matter related to the discharge of its responsibilities.
- 6.2. Advice received should be distributed to the whole Committee as appropriate.
- 6.3. Committee members are entitled to rely on the expertise of independent experts, so long as they are not aware of any grounds that would make such reliance inappropriate.

7. Reporting

- 7.1. The Committee Chair will report to the Board on the business of the Committee.
- 7.2. The Committee will refer an issue to the Board or another Board Committee where the issue falls within their responsibility, or if it would benefit from having the Board or that Board Committee's consideration.

8. Committee Performance and Charter Review

- 8.1. The Committee conducts an annual review of its own performance and makes recommendations for improvements where necessary.
- 8.2. This Charter will be reviewed by the Committee every two years, or sooner if circumstances require, with any amendments recommended to the Board for approval.

Attachment 1 | Duties & Responsibilities

Board and Board Committee Composition

1. Monitoring, reviewing, and recommending to the Board for approval the appropriate size and composition of the Board and its Board committees (including selection of the committee Chairs) having regard to the requirement of Australian Prudential Regulation Authority's (APRA's) Prudential Standard CPS 510 – Governance.
2. Assessing annually the appropriate balance of skills, knowledge, experience, independence, tenure, and diversity required on the Board and each Board Committee and the extent to which this is achieved.
3. Assessing the skills profile (based on the approved Board skills matrix) of the Board and the Board committees and recommending to the Board where additional skills, knowledge, or experience may be desirable.

Appointment and Re-election of Non-Executive Directors

4. Identifying, assessing, and recommending the appointment and re-election of non-executive directors to the Board for approval, subject to HBF's Constitution (including the eligibility criteria and retirement by rotation rules), the Fit and Proper Policy and the Board Renewal Policy.
5. Monitoring and reviewing, at least annually the time commitment required by non-executive directors to HBF matters, including reviewing the other commitments of those non-executive directors.
6. Reviewing and recommending to the Board for approval, the Board Renewal Policy, having regard to board diversity and the tenure of current non-executive directors.
7. Recommending to the Board for approval the removal of a non-executive director, should it be necessary.

Director Education & Training

8. Overseeing the continuing education and training program for non-executive directors, including reviewing the Board Training Register.

Performance Review

9. Overseeing and managing the procedures for assessing, at least annually, the Board's performance relative to its objectives and the performance of the Board committees and individual directors, including approving the associated questionnaires for distribution to participating directors, and management where appropriate and otherwise in accordance with the Board Renewal Policy.

CEO Succession

10. Overseeing and reviewing the succession plans for the role of CEO and reviewing the selection of suitable candidates for appointment as CEO.

Governance and Regulator Engagement

11. Approving policies and standards that require or are reserved for Committee approval under HBF's Policy Framework.
12. Overseeing HBF's engagement with APRA and other regulators on relevant matters and meeting with APRA or any other regulator on request.