

# Nomination Committee Charter

Effective: July 2023

## 1 Purpose

The function of the Nomination Committee (the **Committee**) is to oversee the recruitment and selection of Directors, to advise on the appropriate composition of the Board of Directors of APA Group Limited and to oversee the Managing Director and Chief Executive Officer succession process.

## 2 Membership

The membership of the Committee is determined by the Board as set out below.

- The Committee is comprised of non-executive directors, with at least three members, a majority of whom are independent directors. Independence is determined according to APA Group's Independence of Directors Policy.
- The Chair of the Committee will be the Chair of the Board (who is an independent director). If the Chair of the Committee is not present, the members present must elect one of themselves who is also an independent director to chair the meeting.

## 3 Duties and responsibilities

The Committee is responsible for:

- assessing the size, diversity and composition of the Board, including the skills and experience required by the Board and the extent to which the required skills and experience are represented on the Board from time to time;
- identifying individuals qualified to become Board members as additional members or to succeed existing members;
- establishing processes and methodology for reviewing the performance of the Board, its Committees, the Chair and individual Non-Executive Directors;
- making recommendations to the Board regarding Director appointments and the structure of the Board and/or Committees;
- making recommendations to the Board in relation to induction of new directors and the continuing professional development programs for directors; and
- overseeing Managing Director and Chief Executive Officer appointment and succession planning.

## 4 Rights of access and authority

The Committee is authorised to seek any relevant information it requires from employees and management in order to perform its duties.

## **5 Reporting and referrals**

- The Committee will regularly update the Board about Committee activities and make appropriate recommendations.
- The Committee Chair will report to the next Board meeting on any matters under consideration. At the discretion of the Committee, the Chair will refer matters considered to be of major importance (with the referral noted for the Board's information), to the Board or to other standing committees of the Board if they are within that committee's responsibilities.
- At the Board's request, any or all of the papers presented to the Committee will be made available to the Board and/or included in the Board papers.
- The minutes of each Committee meeting will be distributed to directors with the papers for the next Board meeting following the date of the Committee meeting.
- The Committee will also receive and provide reports and referrals from and to any other standing committee of the Board on matters that the respective Chairs of those committees consider to be appropriate. Any committee of the Board may hold a joint session with another committee at the discretion of their respective Chairs.

## **6 Administrative matters and procedures**

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

## **Attachment 1 – Administrative matters and procedures**

### **A1. Meeting frequency**

The Committee will meet at least twice a year and additionally as required.

### **A2. Committee papers**

The Secretary of the Committee will compile any relevant documents to be considered at Committee meetings and distribute them to all members of the Committee, as well as to any invitees of the Committee.

### **A3. Attendance at Committee meetings**

The Committee may invite any person to attend all or part of a scheduled Committee meeting. Only Committee members shall be eligible to vote.

### **A4. Quorum**

A quorum for a meeting of the Committee is two members.

### **A5. Minutes**

Minutes of proceedings and resolutions of meetings of the Committee and resolutions passed by members of the Committee without a meeting are to be approved by the Committee (or in the case of written resolutions, tabled) at its next meeting.

Minutes of a meeting must be signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting at which the minutes are approved.

A resolution may be made if a document containing the relevant resolution is assented to by a majority of directors eligible to participate in the making of the resolution.

### **A6. Secretary**

The Secretary of the Committee will be the Company Secretary, or his or her designated representative.

### **A7. Engage with External Consultants and other stakeholders**

The Committee is authorised by the Board to:

- Communicate and consult with external and internal stakeholders concerning APA Group's nomination practices.
- Appoint independent advisers and experts to provide advice on APA Group's nomination practices.

### **A8. Review**

The Board will, at least once in each year, review the performance, membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership responsibilities, functions or otherwise.