Nominations Committee Charter

1. PURPOSE OF CHARTER

This Charter sets out the role, responsibilities, composition and operation of the Nominations Committee (**"the Committee"**) of United Super Pty Ltd, in its capacity as Trustee (**"Trustee"**) for the Cbus Superannuation Fund (**"Fund"**).

2. AUTHORITY

The Committee is appointed and authorised by each of:

- the Fund's Articles of Association;
- any Trustee Board Charter;
- any separate Board delegations, resolutions and approvals granted to it from time to time.

The Committee is appointed to assist the Trustee's Board of Directors **("the Board")** to fulfil the Board's statutory, fiduciary, governance and regulatory responsibilities.

3. COMPOSITION

The Trustee Board determines the Committee's composition which includes:

- The Fund Chair; and
- Up to four (4) other members on a rotational basis dependent on the appointments being reviewed i.e. to avoid any conflict situations.

The Chair of the Committee shall be the Fund Chair.

No member of the Committee shall be present where their own tenure, performance or other related discussions are held.

4. ROLES AND RESPONSIBILITIES

The primary role of the Committee is to provide recommendations to the Trustee Board regarding all Director appointments and Committee membership based on the individual's skills and experience and skill requirements on the Board. The process for nominating and appointing Directors will take place in accordance with Cbus' Nomination and Appointment Process.

5. MEETINGS

The Committee will meet on an as needs basis when a Director position becomes vacant. All Committee members are expected to attend each meeting.

6. VOTING/QUORUM

A quorum of the Committee is two thirds of members.

The Chair of the Committee will ensure that quorum is met prior to commencing the meeting.

Two-thirds majority of members is required for all resolutions. Directors who are not Committee members may attend the meetings but do not have a right to vote.

Proxy votes may not be used and therefore do not count for quorum.

7. CONFLICTS OF INTEREST

All Directors must have the ability to recognise and disclose actual, perceived and potential material conflicts and ensure they are appropriately managed or avoided so as to ensure that priority is given to interests of the Fund's beneficiaries.

Where there is a conflict the Committee must give priority to the duties to and interests of the beneficiaries of the Fund over the duties to and interests of other persons and ensure that the duties to the beneficiaries are met despite the conflict and that the interests of the beneficiaries are not adversely affected by the conflict.

Conflict procedures are included as a standard Committee agenda item for every meeting. The Committee Chair reminds Directors at the beginning of every meeting of their obligation to disclose any conflict or potential conflict with regard to any agenda item for consideration at that meeting. Any identified conflicts are recorded as well as the action taken to avoid or manage the conflict in accordance with the Trustee's Conflict Management Policy.

8. AUDITOR ACCESS

The external and internal auditor/s has unfettered access to the Committee, or its Chair at any time.

The Committee must ensure the external and internal auditor has access to all data, information, reports and staff in respect of the Trustee's business operations that the auditor reasonably believes necessary to fulfil his or her role and responsibilities under the relevant requirements.

9. COMMITTEE ADMINISTRATION

The Company Secretary and Governance Team services this Committee, and are responsible for:

- the preparation of Committee minutes; and
- the collation and distribution of Committee Reports to members.

Papers are distributed to all Directors and the auditor/s one (1) week prior to the meeting date.

The Committee Chair, who is the Chair, will approve each meeting's agenda, with the auditor/s retaining the ability to add items to the agenda as they see fit.

10. REPORTING

The minutes of all Committee meetings are available on Diligent. The Chair of the Committee will provide a report to the Board on matters discussed at the Committee.

11. REVIEW

The performance of the Committee is reviewed internally on an annual basis. An independent review of the Committee is performed every three (3) years.

This Charter will be reviewed annually for ongoing relevance and effectiveness. The membership of the Committee is reviewed annually by the Board.

Approved on: 5 December 2024