

# **Computershare Limited**

## **Nomination Committee Charter**

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1. **Purpose**

The purpose of Computershare Limited's (the *Company*) Nomination Committee is to identify individuals qualified to become members of the Board.

2. **Membership**

Unless the Board determines otherwise, the Nomination Committee will consist of all members of the Board.

3. **Duties and Responsibilities**

The Nomination Committee will regularly review the competence, expertise, performance, constitution and succession of the Board, as well as the performance of individual Directors.

4. **Selection and Appointment of Directors**

The Company's Constitution authorises the Board to appoint a new Director either to fill a casual vacancy or as an additional member of the Board. Any such appointment is usually required to be approved by members at the next general meeting of the Company.

In selecting an appropriate candidate for appointment, the Nomination Committee will have regard to, among other things, a candidate's previous experience, knowledge of the industries in which the Company operates, and the current composition of the Board.

Prior to being appointed as a Director of the Company, a candidate must satisfy the eligibility requirements contained in the *Corporations Act 2001* (Cth) (specifically section 201B) and the Company's Constitution (eg, that no person who has been an insolvent under administration within the previous five years is eligible to become a director of the Company). In addition, the candidate must also sign a consent to act as a director.