

Nomination Committee Charter

Aussie Broadband Limited ACN 132 090 192

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1. Overview

The Nomination Committee (**Committee**) is a Committee of Aussie Broadband's board of directors (**Board**).

This charter sets out:

- (a) the responsibilities delegated by the board to the Committee, and
- (b) the Committee's objectives, authority, responsibilities, composition and operation.

2. Objectives

The Committee's role is to conduct detailed examination of certain nomination matters which may require approval by the Board and provide advice and assistance to the Board on matters including director selection, board performance, and succession planning.

3. Membership

- (a) Committee membership rules include:
 - (i) All Directors are members of the Committee; and
 - (ii) the Chair of the Board is the Committee Chair.
- (b) The Company Secretary, or their delegate, must attend all committee meetings as minute secretary.

4. Authority

- (a) The Committee can perform activities within the scope of the responsibilities set out in this charter, and to make appropriate recommendations to the Board.
- (b) The Committee has unrestricted access to Aussie Broadband's executive management and company records as required.
- (c) The Committee can obtain any independent legal or other professional advice that it considers necessary to execute its functions.

5. Responsibilities

The Committee's duties and responsibilities include:

- (a) assisting the Board in developing and disclosing a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (b) assisting the Board in regularly reviewing its Board skills matrix to ensure it covers the skills required to address existing and emerging business and governance issues of the Company;
- (c) reviewing and recommending to the Board the appropriate size and composition of the Board, including reviewing the Board's succession plans and the succession of the Chair of the Board;

- (d) assisting the Board to identify qualified individuals for nomination and selection to the Board, including director re-elections;
- (e) assisting the Board to develop and implement a process to evaluate the performance of the Board, its committees and members;
- (f) assisting the Board in ensuring that Aussie Broadband has a director induction program in place and that it is regularly reviewed to ensure it is effective;
- (g) assisting the Board in ensuring processes are in place for providing continuing professional development opportunities for directors and regularly reviewing the effectiveness of such opportunities.

6. Committee process

The Committee's proceedings will be conducted in accordance with Aussie Broadband's Constitution.

(a) **Meetings**

The Committee will meet at least twice annually and more frequently as required.

(b) **Quorum**

The quorum is at least 3 members present, either in person or by using technology.

(c) **Convening and notice of meeting**

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

The Company Secretary will distribute in advance of the meeting of the Committee the agenda and related papers to each of the Committee members or any other persons determined by the Committee.

(d) **Voting at meetings**

The Committee should pursue collective decision-making and seek consensus where possible. The Committee Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on a majority view.

Each Committee member will have one vote. If an equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member and the resolution is not passed.

(e) **Independent advice**

The Committee may seek the advice of the auditors, solicitors or other independent advisors, consultants or specialists on any matter relating to its powers, duties or responsibilities.

(f) **Minutes**

Minutes of the meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next relevant Board meeting.

All minutes of the Committee must be entered in a minute book maintained for the purpose and will be open at all times for inspection by any Director.

(g) **Reporting**

The Committee chair will report on the actions and recommendations of the Committee to the Board.

7. Disclosure

The Board will publish on Aussie Broadband's website:

- (a) this charter;
- (b) the members of the Committee; and
- (c) the annual attendance records for the number of times the Committee met as well as the individual attendances of the members at those meetings.

8. Review

- (a) The Board will review the performance, membership and charter of the Committee at least once a year.
- (b) Annually the Board will review the Charter of the Committee and will consider whether the Committee is fit for purpose. The Committee can also make recommendations to the Board about membership, responsibilities, functions and other items.