

## TPG Telecom Limited (“TPG Telecom”)

# Nomination Committee Charter

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## 1. Objectives

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The Nomination Committee (the **Committee**) is established as a committee of the Board of TPG Telecom and assists the Board in discharging its responsibilities by ensuring the Board and its committees, comprise directors with an appropriate mix of skills, knowledge, experience and diversity, and who are best able to discharge the responsibilities of Directors having regard to the present and future needs of TPG Telecom.

The Committee will also consider any other matters referred to it by the Board from time to time. The Committee shall have no executive powers.

## 2. Authority of the Committee

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The Committee shall report directly to the Board.

The Committee will have free and unfettered access to, and have authority to seek relevant information from, the TPG Telecom Chief Executive Officer (**CEO**), executive direct reports of the CEO (**Group Executives**); and other senior employees as may be required for the purpose of discharging its duties.

The Committee may retain or appoint at TPG Telecom's expense, such experts and advisors as it deems necessary to carry out its duties.

## 3. Composition

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The Committee will be appointed by the Board and comprise a minimum of three Directors, all of whom must be a Non-executive Director (**NED**) and two of whom must be independent NEDs.

The Board will appoint the Chair of the Committee who must be an independent NED and must not be the Chair of the Board.

If the Chair of the Committee is absent from any meeting of the Committee, the other members of the Committee present at that meeting shall appoint another member to Chair the meeting.

The Committee may, at its discretion, delegate some or all of its duties and responsibilities to the Chair of the Committee or a sub-committee of the Committee, provided that any time while Foreign Investment Review Board (**FIRB**) conditions apply to TPG Telecom:

1. there is no delegation to directors nominated or appointed by a Vodafone Group plc or CK Hutchison Holdings Limited group company (**Shareholder Applicant Director** as that term is defined in the FIRB conditions dated 7 May 2020); and
2. there is no delegation to a committee unless independent directors comprise a majority of members, or Shareholder Applicant Directors comprise no more than 50% of the committee.

Committee members should:

- a) have a sound knowledge of TPG Telecom's businesses, organisation structure, policies and practices;
- b) have an appropriate understanding of significant corporate governance developments relevant to the Committee; and
- c) have an appropriate understanding of corporate governance matters, applicable laws and ASX disclosure requirements and best practice guidelines.

## 4. Meetings

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The Committee will meet at least two times annually and as often as required to discharge its responsibilities.

The Chair of the Committee will be required to call a meeting of the Committee if requested by any Committee member or the CEO.

A quorum for meetings shall be two members, including the Chair, provided that any time while FIRB conditions apply to TPG Telecom, a quorum for any meeting of the Committee must satisfy the following requirements:

1. at least one of the independent directors on the Board of TPG Telecom must be able to vote on the decision at the meeting; and
2. no more than 50 per cent of the members able to vote on the decision at the meeting are Shareholder Applicant Directors.

Resolutions of the Committee shall be passed by a majority of votes or by way of a unanimous written resolution. The Chair does not have a casting vote.

The CEO will be invited to attend Committee meetings but will have no voting rights.

The Committee may invite senior management (including the Group Executive, People Experience), external advisors and subject matter experts to attend its meetings.

The Company Secretary of TPG Telecom will act as secretary of the Committee.

The Secretary will be responsible, in conjunction with the Chair and Group Executive People Experience, for preparing and circulating the meeting agenda and papers prior to each meeting.

The Secretary must notify members of the Committee of the date, time and location of Committee meetings as far in advance as possible.

The Secretary, or their delegate, shall minute the proceedings of all Committee meetings for approval by the Chair of the Committee and the meeting minutes shall be made available to the Board.

Meetings may be held in person, by telephone or by video conference.

## 5. Role & Responsibility

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The Committee is responsible for:

### **Appointment, Election and Re-election of Directors**

1. Overseeing the process and appointment criteria for recruiting new Directors;
2. Consider and recommend to the Board candidates for appointment as Directors having regard to skills matrix, and the balance of skills knowledge experience independence and diversity of the Board;
3. Consider and recommend to the Board the nomination of NEDs for election and re-election by shareholders in accordance with the TPG Telecom Constitution;
4. Reviewing and making recommendations in relation to Board succession generally;

### **Other**

5. Reviewing and assessing annually the Committee's fulfilment of its responsibilities under this Charter;

6. Reviewing the Committee Charter at least every three years and recommending changes to the Board for approval; and
7. Considering any other matters specifically referred to the Committee by the Board.

## 6. Reporting

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The Chair of the Committee shall report to the Board as appropriate.

No Director shall be responsible for appraising their own performance.

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