

## NOMINATION COMMITTEE CHARTER

### 1. Standing Rules for Board Committees

- 1.1 The Standing Rules for Board Committees apply to the Committee and are incorporated into this Charter. Where there is a conflict between a provision of the Standing Rules for Board Committees and this Charter, then the provision set out in this Charter shall prevail to the extent of the conflict.

### 2. Purpose

- 2.1 The Committee is established by the Board. The purpose of the Committee is to:
- (a) identify individuals qualified to become Board members;
  - (b) recommend individuals to the Board for nomination as members of the Board and its committees;
  - (c) ensure performance of members of the Board is reviewed; and
  - (d) ensuring an appropriate board and committee structure is in place so that the Board can perform a proper review function.

### 3. Powers of the Committee

- 3.1 The Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties. Costs of such consultations are borne by the Company.

### 4. Responsibilities of the Committee

- 4.1 The main responsibilities of the Committee include:
- (a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
  - (b) To review and make recommendations to the Board in relation to:
    - (1) Board succession planning generally;
    - (2) the process for recruiting a new director;
    - (3) induction and continuing professional development programs for directors;
    - (4) appointment and re-election of directors; and
    - (5) succession of the chief executive officer and other senior executives of the Company.
  - (c) To identify individuals believed to be qualified to become Board members and to recommend such candidates to the Board. In nominating candidates, the committee shall take into consideration such factors as it deems appropriate. These factors may include judgement, skill, diversity, experience with other businesses, the interplay of the candidate's experience with the experience of

other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

- (d) To identify Board members qualified to fill vacancies on any committee of the board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- (e) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- (f) Recommend to the chairman of the Board the appropriate process for evaluation of the performance of each director.
- (g) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

## 5. Meetings

- 5.1 The Committee will meet at least annually, and more frequently if it deems necessary.

## 6. Delegation to sub-committee

- 6.1 The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a sub-committee of the Committee.

## Definitions

Where used in this document, the following terms or expressions shall have the following meanings:

**ASX** means ASX Limited ACN 008 624 691 or the exchanges operated by it.

**Board** means the board of directors of the Company.

**Charter** means this charter of the Committee.

**Committee** means the Nomination Committee, a sub-committee of the Board.

**Company** means Harvey Norman Holdings Limited ACN 003 237 545.

Charter Owner	HNHL Nomination Committee
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