



---

## Nominations Committee Charter

Nine Entertainment Co. Holdings Limited ACN 122 203 892

Approved 20 June 2024

---

## Contents

		Page
1	Role of the Nominations Committee and Authority	1
2	Duties and Responsibilities	1
3	Membership	1
4	Meetings	1
5	Reporting	2
6	Committee Performance	2

---

## 1 Role of the Nominations Committee and Authority

- A. The Nine Entertainment Co. Holdings Limited (**NEC**) board (**Board**) Nominations Committee (**Committee**) assists the Board in fulfilling its responsibilities for nomination and selection of directors for the Board, management of succession planning for the Board and consideration of Board independence.
- B. The Committee is a committee of the Board established in accordance with NEC's Constitution and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

---

## 2 Duties and Responsibilities

- A. The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities on the following matters:
  - (i) nomination and selection of non-executive directors (including consideration of diversity);
  - (ii) assessing the necessary and preferable skills and experience for non-executive directors;
  - (iii) succession planning for directors;
  - (iv) assessing the independence of non-executive directors; and
  - (v) considering the appointment and removal of directors, including whether to recommend re-election of a director.

---

## 3 Membership

- A. The Committee should comprise:
  - (i) at least three members each of whom must be non-executive directors; and
  - (ii) a majority of directors who are independent (and it must satisfy this description if required by statute or regulation).
- B. The Chair of the Committee should be an independent non-executive director and may be the Chair of the Board. Where the Committee is addressing the appointment of a successor to the Chair of the Board, another member of the Committee will chair meetings of the Committee.
- C. The appointment and removal of Committee members is the responsibility of the Board.
- D. If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
- E. The company secretary is secretary to the Committee.

---

## 4 Meetings

- A. The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.

- B. A quorum for any meeting will be at least two Committee members.
  - C. Any Committee member may, and the company secretary must upon request from any member, convene a meeting of the Committee.
  - D. The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee. All non-executive directors may attend meetings of the Committee.
  - E. The Committee may seek independent, professional or other advice as required to carry out its responsibilities.
  - F. The proceedings of all meetings will be minuted by the company secretary. All minutes of the Committee are available for inspection by any director.
- 

## **5 Reporting**

- A. The Committee will regularly report to the Board on all matters relevant to the Committee's role and responsibilities.
- 

## **6 Committee Performance**

- A. The Board will, at least once in each year, review the membership and Charter of the Committee to determine their respective adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- B. The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.