Nominations Committee Charter

Introduction

1. This Charter outlines the roles, responsibilities and composition of the Nominations Committee (**Committee**) of the Board of the Commonwealth Bank of Australia (**CBA** or **Bank**) and the manner in which it discharges its responsibilities for CBA and its subsidiaries (**Group**).

Purpose

2. The primary purpose of the Committee is to provide objective review and oversight of Board and Board Committee composition, Non-Executive Director (**NED**) induction, independence, and appointment, election and re-election of NEDs of CBA.

Role of the Committee

3. The Committee has been established to assist the Board in discharging its responsibilities on a range of matters relating to the oversight and review of:
   - Board and Board Committee composition;
   - Appointment, election and re-election of CBA NEDs;
   - Director induction programs;
   - Director independence assessments;
   - Performance review processes for the Board and Board Committees;
   - Succession planning for, and performance of, the Bank's Chief Executive Officer (**CEO**);
   - Diversity of the Board and boards of nominated operating entities; and
   - Subsidiary Governance Policy, which includes requirements for the appointment to, and performance of, boards of nominated operating entities of the Bank in the discharge of their duties.
4. The Board has delegated authority to the Committee to fulfil its responsibilities as set out in this Charter and may make other delegations to the Committee from time to time.

Composition

5. The Board appoints the members of the Committee.
6. The Committee will consist of at least three directors, all of whom must be independent NEDs of the Bank. The Chair of the Board will be a member of the Committee.
7. The Group Company Secretary of the Bank, or such other person as the Board may nominate, will act as the Committee Secretary.

Role of the Chair

8. The Chair of the Board will be the Chair of the Committee, except when the Committee is addressing the appointment of a successor to the Board Chair. Another member of the Committee (other than the Board Chair) to be appointed by the Committee will oversee the appointment of the Board Chair.

9. The Chair of the Committee is responsible for leading the Committee and overseeing the processes for the Committee's performance of its role in accordance with this Charter.

10. The Chair of the Committee has specific responsibilities to:
    - Foster open, inclusive and, where appropriate, robust discussion and debate by the Committee;
    - Set the agenda with the Group Company Secretary, with appropriate time and attention allocated to matters within the responsibilities of the Committee; and
    - Liaise with the Group Company Secretary to provide the Committee with the information necessary to enable effective decision making.

Meetings

11. The Committee will meet at least four times a year or more frequently if necessary.

12. The presence of one half of the members of the Committee (rounded upwards if not a whole number) will constitute a quorum.

13. All CBA directors will have access to Committee papers. Committee meetings may only be attended by Committee members.

14. The CEO may attend Committee meetings at the invitation of the Chair of the Committee, except when matters being considered relate to the CEO.

15. The Committee will meet concurrently with the Audit Committee, People & Remuneration Committee and Risk & Compliance Committee to:
    - at least annually, consider material financial, non-financial and people-related matters relevant to executive performance and the determination of the remuneration outcomes for the CEO and CEO's direct reports[1];
    - at least annually, consider material financial, non-financial and people-related matters relevant to the performance and the determination of remuneration outcomes for the Group Auditor;
    - share information about key matters where appropriate to facilitate ongoing oversight of these matters; and
    - consider and provide input into any other matters within the responsibility of the Committee.

[1] **CEO's direct reports** refers to all Group Executives (GEs) and excludes those direct reports of the CEO that are not GEs. The Board of ASB Bank Limited retains direct responsibility for any decision relating to the appointment, and performance and remuneration, of its Chief Executive Officer.

16. The Committee will refer an issue to the Board or another Board Committee where the issue falls within the Board's or that Board Committee's responsibility, or if it would benefit from having the Board's or that Board Committee's consideration.

Access, Reliance and Advice

17. The Committee will have free and unfettered access to other Board Committees, senior management, other employees and external advisors and information, and may make any necessary enquiries to fulfil its responsibilities.

18. The Committee may, with the prior approval of the Board Chair, where practicable, obtain independent advice at the Bank's expense. This includes by engaging and receiving advice and recommendations from appropriate independent experts. The engagement and any advice received will be independent of management.

19. Committee members are entitled to rely on information, advice and assurances provided by management on matters within their responsibility, and on the expertise of independent experts, as long as they are not aware of any grounds that would make such reliance inappropriate.

Responsibilities of the Committee

The Committee is responsible for:

Board and Committee Composition

20. Reviewing and recommending to the CBA Board for approval the appropriate size, and membership of the CBA Board and its Committees (including the Chairs).

21. Considering CBA Board and Committee succession plans in order that an appropriate mix of skills, experience, knowledge, independence, expertise and diversity is maintained, having regard to the tenure of NEDs of the Bank.

22. Assessing and recommending to the CBA Board for approval the appropriate mix of skills, experience, knowledge, independence, expertise and diversity required on the Board and each Board Committee and assessing the extent to which they are represented on the Board or relevant Board Committee (through, among other things, a board skills matrix) at least annually.

Appointment, Election and Re-election of CBA Directors

23. Overseeing and approving policies and processes for the selection and election of suitable candidates for appointment to the Board, including the setting of criteria by which directors are appointed and re-elected.

24. Overseeing and approving policies in respect of the tenure of NEDs.

25. Identifying, assessing and recommending to the Board for approval the appointment, and terms of appointment, of suitable director candidates, who meet the Board's criteria for appointment and the fit and proper and suitability criteria to be a Responsible Person and Accountable Person.

26. Reviewing an annual report on the continuing fitness and propriety and suitability of the Responsible Persons and Accountable Persons of the Bank.

Director Induction and Development

27. Overseeing the CBA NED induction program and continuing education opportunities for CBA directors in order that they are able to develop and maintain the skills and knowledge required to perform their role at the Bank effectively as well as periodically reviewing whether there is a need for existing directors to undertake additional professional development.

Director Independence

28. Assessing and reporting to the Board, at least annually, on the independence of CBA NEDs against the Board's independence criteria, including an annual independence assessment for the purposes of the annual report.

CEO Performance and Succession

29. Monitoring the performance of the CEO, at least annually, evaluating the performance of the CEO against agreed performance scorecard measures and reporting the evaluation to the People & Remuneration Committee and the Board.

30. Overseeing and reviewing the succession plans for the role of CEO and reviewing the selection of suitable candidates for appointment as CEO.

Board Diversity

31. Reviewing and approving relevant policies relating to Board diversity, setting measurable objectives for the Board and determining if measurable objectives should be set for the boards of nominated operating entities.

32. Reviewing the diversity of the Board including reporting on the progress in achieving the measurable objectives set to achieve diversity for the Board and the boards of nominated operating entities (if any).

Subsidiary Board Governance

33. Reviewing and approving the Subsidiary Governance Policy, which includes requirements for the appointment to, and performance of, boards of nominated operating entities of the Bank.

34. Reviewing and approving frameworks and policies relating to the Group's entity governance, other than those that require, or are reserved for, Board approval.

Reporting

35. Minutes of Committee meetings will be made available to all Board directors.

36. The Chair of the Committee will report on the business of Committee meetings to the Board and convey Committee recommendations.

Committee Performance and Charter Review

37. The Committee will assess its performance and the fulfilment of its responsibilities under the Charter annually. An external Board and Committee performance review is also undertaken at least every three years.

38. The Committee will review the adequacy of this Charter every two years and recommend amendments to the Board for approval.

Other

39. The Committee will perform any other responsibilities as may be delegated to it by the Board from time to time.

Approval Date

Charter approved	June 2026 (effective 13 August 2026)
Next review	June 2028