



NOMINATION COMMITTEE CHARTER
Link Administration Holdings Limited ("Company")
ABN 27 120 964 098

1. Objectives

The Nomination Committee ("**Committee**") has been established by the board of directors of the Company ("**Board**") pursuant to clause 17.12 of the Company's Constitution.

The purpose of the Committee is to:

- advise the Board on the composition of the Board and its committees and the selection and appointment of directors to the Board and its committees;
- review and make recommendations to the Board on succession plans for the Board and ensure there are plans in place to manage the succession of the Managing Director and other senior executives;
- advise the Board on the ongoing evaluation of the performance of the Board, its committees and directors; and
- make recommendations to the Board accordingly.

2. Authority

The Committee has authority to

- conduct or authorise investigations into any matters within its purpose;
- seek external advice or assistance, at the expense of the Company, including the appointment of consultants and independent external advice; and
- seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

3. Membership

Members of the Committee shall comprise directors appointed by the Board.

The number of members of the Committee shall be not less than three non-executive directors, a majority of whom shall be independent directors.

The current composition of the Committee as at the date this Charter is adopted is the full Board.

The Chair of the Board is to act as the Committee Chair.

4. Committee Meetings

The Committee will meet as often as the Committee members deem necessary to discharge its role effectively.

The Chair of the Committee shall convene a meeting of the Committee if requested to do so by any Committee member or the Board.

A quorum of the Committee will comprise two members.

All members of the Board have a standing invitation to attend meetings of the Committee.

If the Chairman is absent from a meeting and no acting chairman has been appointed, the Committee members present may choose one of them to act as chairman for that meeting.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Each member of the Committee will have one vote. The Chairman will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.

Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to all Directors.

A member of the Committee will not participate in the review of their own performance and must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.

5. Responsibilities

The responsibilities of the Committee are to:

- assist the Board as required to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, including the Managing Director;
- make recommendations to the Board with respect to:
 - the re-election by shareholders of any director under the retirement by rotation provisions in the Company's constitution;
 - the degree of independence of any director; and
 - any other matters relating to the continuation in office of any director at any time;
- make recommendations to the Board on the process for recruiting a new director including evaluating the balance of skills, knowledge and experience on the Board and, in light of the evaluation, to determine the role and capabilities required for the appointment;
- inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review

the retiring director's performance during the period in which the director has been a member of the Board;

- review succession plans for both non-executive and executive directors and other senior management of the Company, taking into account the challenges and opportunities facing the Company and the skills, experience, diversity and expertise accordingly required on the Board in the future;
- ensuring that, on appointment, all directors receive a formal letter of appointment, setting out their time commitment and responsibilities, including with respect to Board committees or in acting in a capacity other than as a director, for example, as Chair;
- establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- require non-executive directors to inform both the Chairman of the Company and the Chairman of the Committee before accepting any new directorships;
- critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;
- provide to directors continuing education for the purpose of updating and maintaining their skills and knowledge;
- create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and
- consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board.

6. Review of the Committee and Committee Charter

The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.

The Committee will review annually the terms of the Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.

September 2015