

1 Purpose

- 1.1 The Constitution of Beyond Bank Australia requires the Beyond Bank Australia Board ('Board') to establish and maintain a Nomination Committee ('Committee').
- 1.2 The purpose of the Committee is to provide assistance to the Board in relation to:
 - 1.2.1 the assessment of the fitness and propriety of directors and potential candidates for a directors' election;
 - 1.2.2 assessing whether potential candidates for a directors' election have demonstrated the ability to be a director; and
 - 1.2.3 the appropriate level of directors' remuneration.

2 Composition

- 2.1 The Committee will be comprised of three or more members being;
 - 2.1.1 the Chair of the Board except when the Chair is standing for re-election (during which period another director appointed by the Board and who is not standing for re-election will be a member in the Chair's place); and
 - 2.1.2 at least 2 other persons who are independent of Beyond Bank Australia and who possess, in the opinion of the Board, an overall suitable mix of character, skills, knowledge and experience or who meet any other criteria determined by the Board from time to time.
- 2.2 Subject to 2.1.1, the non-independent members of the Committee, including the Chair of the Committee, will be appointed by the Board at the first Board meeting following the Beyond Bank Australia Annual General Meeting.
- 2.3 If the Chair of the Committee is absent from a Committee meeting, the members of the Committee present will appoint a Chair for that particular meeting.
- 2.4 The independent members of the Committee will be appointed by the Board prior to the call for nominations for a directors' election.
- 2.5 Each independent member of the Committee will be appointed for an initial term of two years or less if circumstances dictate.
- 2.6 The Board may, except during an election of elected directors in the period between the call for nominations and closure of the ballot, appoint, remove or replace the members of the Committee.
- 2.7 No director may be a member of the Committee during any period in which the Committee is dealing with an election in which the director is proposing to be a candidate.
- 2.8 At intervals not exceeding two years, the Board will evaluate the Committee's performance and the extent to which the Committee has met the requirements of its Charter.

3 Meetings

- 3.1 The Committee will meet as deemed necessary by the Chair of the Committee. The Chair of the Committee will call a meeting of the Committee if so requested by any Committee member, or the Chair of the Board of Directors.
- 3.2 A quorum for a Committee meeting is one half of members who must be present throughout the entirety of the meeting. If the number of members is not divisible by 2 – round fraction up to the nearest whole number in determining how many members there are in one half of the members.
- 3.3 Committee meetings may be held using technology.
- 3.4 The Secretary of the Committee will be the Company Secretary or their designated representative.
- 3.5 With the exception of meetings where interviews with potential candidates are being conducted:
- 3.5.1 Directors who are not members of the Committee and the Chief Executive Officer may, subject to advising the Chair of the Committee, attend meetings of the Committee except if they are standing for re-election at the next AGM;
 - 3.5.2 Directors who are not members of the Committee and are standing for re-election must not be present at meetings, or any part of any meeting, where the model criteria they will be assessed against is being considered, and must not participate in any decisions in relation to their re-election; and
 - 3.5.3 parties external to Beyond Bank Australia may be invited to attend meetings of the Committee or part thereof.
- 3.6 With the exception of meetings where interviews with potential candidates are being conducted, the Secretary, in conjunction with the Chair of the Committee, will prepare the agenda for Committee meetings. The agenda and supporting documentation will be circulated to the Committee members at least one week prior to each meeting. With the exception of meetings where interviews with potential candidates are being conducted, minutes of the proceedings and resolutions of Committee meetings will be kept by the Secretary of the Committee. The Secretary of the Committee will circulate minutes of Committee meetings to members of the Committee and Board after the preliminary approval has been given by the Chair of the Committee. Minutes, agenda and supporting papers will be uploaded to Box (cloud site accessible by directors). Committee papers prepared by management are to be relevant, clear, complete and concise.

4 Reporting

- 4.1 The Chair of the Committee will, from time to time, update the Board about Committee activities. If time permits, the minutes of each Committee meeting will be tabled at the next regular meeting of the Board. If this is not possible, the minutes will be tabled at the subsequent meeting of the Board.
- 4.2 The Committee must refer any matters of major importance to the Board for its attention.

5. Duties and Responsibilities

5.1 The duties of the Committee are:

5.1.1 Fitness and Propriety

Make an assessment of the fitness and propriety of directors and potential candidates for a directors' election. Reference should be made to the Beyond Bank Australia Policy: Fit and Proper. The Committee will:

- 1) develop, for Board approval, model criteria to determine whether candidates for the office of elected director have demonstrated the ability (as assessed against the model criteria) to be a director ('Model Criteria');
- 2) assess whether candidates for the office of elected director have demonstrated the ability (as assessed against the model criteria) to be a director, and provide the Board with a candidate report;
- 3) in accordance with the Beyond Bank Australia Policy: Fit and Proper assess and provide the Board with its recommendations on the fitness and propriety of:
 - i) directors; and
 - ii) all potential candidates for the office of director of Beyond Bank; and
- 4) assess the independence of directors for the purposes of satisfying APRA's requirements for a majority of independent directors. Reference should be made to the Beyond Bank Australia Policy: Independence of Directors.

5.1.2 Board remuneration

On an annual basis:

- i) Review the adequacy of the Remuneration Policy – Non-Executive Directors and, if necessary, make recommendations for change to the Board.
- ii) Seek information and advice as considered appropriate and, based on the analysis of the information and consideration of the advice, make a recommendation to the Board on the levels of remuneration for the Board and Board Committees for the next financial year..

6. Amendments to the Charter

6.1 A review of the Charter will be performed by the Committee at intervals not exceeding two years.

6.2 All amendments to the Charter must be approved by the Board.