

4009 Board Nominations Committee Charter – V11.0

Authorisations	
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Recommended by:	Nominations Committee
Maintenance Responsibility:	Company Secretary

Review	
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1. Introduction

- 1.1 The Nominations Committee (**Committee**) is a committee of the Board of Directors (**Board**) of Teachers Mutual Bank Limited (**Company**).
- 1.2 The Committee has been established and appointed by the Board in accordance with para. A5-13 in Appendix 5 of the Company's Constitution (**Constitution**). The Committee is a key part of the Company's Corporate Governance Framework and Risk Management Framework.

Note: The Nominations Committee is a mandatory committee under Appendix 5 of the Constitution.

- 1.3 This Charter, including the Standing Rules referred to in para. 2, outlines the purpose, responsibilities, composition, authority and operating rules of the Committee, and the manner in which the Committee discharges its responsibilities.
- 1.4 The Committee's responsibilities apply in relation to the Company and its wholly-owned subsidiaries.

2. Standing Rules

- 2.1 The Company's Board Committee Standing Rules (**Standing Rules**) apply to the Committee, except where expressly excluded in this Charter or by a resolution of the Board.
- 2.2 If there is any inconsistency between the terms in this document and the Standing Rules, the terms in this document prevail to the extent of the inconsistency.

3. Purpose

- 3.1 The primary purpose of the Committee is to perform the role and discharge the responsibilities of the Nominations Committee under the Constitution.
- 3.2 In discharging its responsibilities, the Committee will seek to ensure that the strategies, frameworks, policies and practices it oversees comply with legal and regulatory requirements, align with the Company's purpose and values, and are consistent with the Company's strategic objectives and risk appetite.

4. Responsibilities

The responsibilities of the Committee include:

Responsibilities under the Constitution

- 4.1 Performing the role and discharging the responsibilities of the "Nominations Committee" under the Constitution, including:
 - (a) developing, implementing and overseeing policies and processes (including information requirements) for assessing the fitness and propriety of candidates, including existing Directors, for appointment, re-appointment, election or re-election as a Director of the Company, in line with the requirements of the Constitution, the Company's Fit and Proper Policy, Prudential Standard CPS 520 Fit and Proper, the *Corporations Act 2001* (Cth), the *Banking Act 1959* (Cth), other applicable legal and regulatory requirements, and any other criteria determined by the Board (**Fit and Proper Requirements**);
 - (b) assessing whether a person, including an existing director, is fit and proper under the Fit and Proper Requirements, and any other criteria determined by the Board, to be appointed, re-appointed, elected or re-elected as a Non-Executive Director of the Company;

- (c) conducting interviews, as required, with candidates, including existing Directors, for appointment, re-appointment, election or re-election as a Director of the Company as part of the fit and proper assessment process; and
- (d) reporting to the Board and relevant returning officer on the outcomes of fit and proper assessments.

5. Membership

- 5.1 As per the Standing Rules.

6. Conflicts of interest

- 6.1 No Director may be or remain a member of the Committee if the Director is nominated as a candidate for re-appointment or re-election to the Board.

Note: Refer to Appendix 5 para. A5-13(3)(c) of the Constitution.

7. Meetings

- 7.1 The Committee will meet at least twice each calendar year.

8. Committee Secretary

- 8.1 The Chief Legal Officer & Company Secretary (or their delegate) will be the secretary of the Committee (**Committee Secretary**).

9. Board directions

- 9.1 The Board may, at any time, and in its absolute discretion, give directions to the Committee as to the procedures it is to follow.

Note: Refer to Appendix 5 para. A5-13(4)(b) of the Constitution.

10. Responsible Person

- 10.1 The Executive responsible for the Committee is the Chief Legal Officer & Company Secretary (referred to in the Standing Rules and this document as the “**Responsible Person**”).

End.