



Nomination Committee Charter

August 2011

1 PURPOSE OF THE CHARTER

- 1.1 The Nomination Committee ('Committee') is a committee of the ASX Limited Board ('ASX Board').
- 1.2 This Charter sets out the role and responsibilities, composition and structure of the Committee.
- 1.3 The ASX Board has delegated certain responsibilities to the Committee which will require formal reporting back to the ASX Board. The ultimate responsibility of nomination policy matters rests with the ASX Board.

2 ROLE & RESPONSIBILITIES

- 2.1 The Committee has the delegated responsibility from the ASX Board to conduct detailed examination of certain matters which may require the ASX Board's approval.
- 2.2 The Committee is responsible for reviewing the following nomination matters:
 - a) process for the nomination and selection of non executive directors to the ASX Board*;
 - b) succession plans for ASX Group non executive directors;
 - c) induction programs for ASX non executive directors;
 - d) assess the requirements for non executive directors and set a transparent process to review whether they are meeting those requirements;
 - e) establish and evaluate the necessary and desirable competencies of the ASX Board and ASX Board Committees; and
 - f) establish and monitor strategies on gender diversity for the ASX Group as they relate to the ASX Board and its Committees and ASX Group subsidiary boards.

*Procedures for the nomination and appointment of non executive directors to the ASX Board are governed by the ASX Limited Constitution, Listing Rules and the Corporations Act.

3 COMPOSITION & STRUCTURE

- 3.1 The Committee members are appointed, removed and/or replaced by the ASX Board. Appointments are for twelve month terms or as otherwise determined by the ASX Board.
- 3.2 The Committee will consist of at least three members, a majority of which are independent ASX non executive directors and will be chaired by an independent director.
- 3.3 The Committee Chair will be the Chairman of the ASX Board.
- 3.4 A quorum shall be at least two members or any greater number determined by the ASX Board.
- 3.5 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the ASX Board.

4 FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least two times per annum and more frequently as required.

5 ATTENDANCE AT MEETINGS

- 5.1 ASX non executive directors who are not Committee Members may attend Committee meetings.
- 5.2 ASX executive directors or senior management who are not members of the Committee may be invited to attend meetings of the Committee.
- 5.3 The Managing Director and Chief Executive Officer and the Executive General Manager People and Development may attend Committee meetings.

6 ACCESS AND ADVISERS

- 6.1 The Committee shall have direct access to ASX senior management.
- 6.2 The Committee Chair shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

7 REPORTING

- 7.1 The Committee reports to the ASX Board and Committee meeting minutes will be provided to the ASX Board for noting.
- 7.2 The Committee will ensure that the ASX Board is provided with sufficient information to ensure informed decision making.

8 REVIEW

- 8.1 The Committee will review its Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
- 8.2 Amendments to the Charter, other than updates for ASX branding or position titles, are to be approved by the ASX Board.

9 PUBLICATION

- 9.1 A copy of this Charter is available at www.asx.com.au.