

# Nominations Committee Charter

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**Company information table**

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**References within this document**

Within this document, a reference to Helia or 'the Company' refers to Helia Group Limited and its subsidiary companies.

References to the Board are to the Boards of Directors of Helia and its subsidiary companies unless a specific Board is specified. All References to amounts are in Australian Dollars (AUD).

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# Helia Group Limited

## Nominations Committee Charter

### 1. Introduction

This document is the Charter of the Nominations Committee (the **Committee**), a committee of the Boards of Helia Group Limited (**Helia**), Helia Insurance Pty Limited (**Helia Insurance**) and Helia Indemnity Limited (**Indemnity**) (collectively, the **Company**).

Helia is the authorised non-operating holding company and the designated 'parent entity' of the Helia Level 2 insurance group in Australia under the Australian Prudential Regulation Authority's (APRA) Prudential Standards. This Charter outlines the roles, responsibilities, and terms of operation of the Committee in respect of the Company.

On becoming effective, this Charter supersedes all previous Company charters relating to the operation and responsibilities of the Nominations function of the Board, as delegated to any Board committee.

### 2. Objectives

The purpose of the Committee is to assist the Board of the Company in relation to:

- (a) selection, appointment and re-election of Directors, including the composition of the Board and Board Committees; and
- (b) performance, development and succession of Directors (excluding the Managing Director).

### 3. Operation

The Committee has been established to assist the Board in matters of Board and Board Committee composition, director selection, appointment, development and succession, however ultimate accountability for these practices rests with the Board of the Company.

#### **Access and Advice**

The Committee is authorised to appoint independent experts to seek advice (including succession planning, Board and Committee evaluation and other experts), and may do so independently of management.

The Committee will have free and unfettered access at all times any employees and any other parties (internal and external) it requires, to effectively carry out its duties.

The Committee has the power to invite any individuals to attend Committee meetings, whether the individual is internal or external to the Company and associated entities.

The Committee will be available to meet with APRA as required.

## 4. Composition

The Committee must comprise:

- (a) at least three directors;
- (b) only non-executive directors;
- (c) a majority of independent directors; and
- (d) an independent Chair.

The Chair of the Board shall be the Chair of the Nominations Committee. If and when the Committee is dealing with the appointment of a successor to the Chair of the Board, or matters relating to the Chair of the Board, the Committee members (other than the Chair of the Board) will elect such other independent director to Chair the Committee.

The Committee will be of sufficient size, independence and technical expertise to discharge its mandate effectively. The Board will decide appointments, rotations and resignations within the Committee.

## 5. Responsibilities

The Committee will:

### ***Selection, Appointment and Re-election of Directors:***

- As appropriate, consider and make recommendations to the Board on the process for recruiting a new director, and in relation to candidates for appointment as directors, including evaluating:
  - competencies and qualifications of the appointee, including their skills, expertise and experience and how these contribute to the overall skills mix and diversity requirements of the Board;
  - advice and recommendations from the Fit and Proper Committee relevant to whether the person meets the APRA Prudential Standard CPS 520 Fit and Proper requirement to be "fit and proper" for the role, having regard to the Company's Fit and Proper Policy;
  - independence (taking into consideration the requirements of APRA's prudential standards, including APRA Prudential Standard CPS 510 Governance, and the matters contained in the ASX Corporate Governance Principles and Recommendations);
  - the time commitment required by a director to effectively discharge his or her duties to the Company and the number of existing directorships and other commitments that may demand the attention of the appointee;
  - the nature of existing positions, directorships or other relationships and the impact that each may have on the appointee's ability to exercise an independent judgment; and
  - the extent to which the appointee is likely to work constructively with the existing directors and contribute to the overall effectiveness of the Board.
- Make recommendations to the Board on the terms and conditions of appointment to the Board and preparing a description of the role and capabilities required for a particular Board appointment.
- Review and, as applicable, recommend to the Board whether to support the election or re-election by shareholders of directors.
- Regularly assess the independence of directors and Committee members.

### *Performance, Development and Succession of Directors*

- Review and recommend to the Board the attributes required to discharge competently the Board's duties at both the individual and collective (Board) level including the size of the Board, specific qualities or skills and the appropriate mix of skills, experience, expertise and diversity, and desired Board and Committee composition in respect of the qualities and skills identified.
- Review and recommend to the Board a process for the orientation and professional development of new directors and the continuing professional development of all directors.
- Undertake succession planning for directors (excluding the Managing Director), taking into account the skills and expertise needed on the Board in future.

## 6. Meetings

The Committee will meet at least once per year, or more frequently if required to fulfill its duties.

A quorum will comprise two Committee members. A quorum shall not be present unless there is a majority of independent non-executive directors present at the meeting.

In the absence of the Committee Chair or appointed delegate, the members will elect one of their number as chair of that meeting (subject to a quorum).

Non-executive directors of the Company who are not Committee members may attend Committee meetings at any time.

The CEO and Chief People and Culture Officer may attend all Committee meetings by standing invitation, but may be asked to leave at any time.

The Committee may appoint or remove a secretary to the Committee. Where no secretary has been appointed by the Committee, the Company Secretary will act as Secretary to the Committee.

The Secretary, in conjunction with the Chair, shall prepare an agenda for each meeting, which shall be circulated to all Directors prior to the meeting in sufficient time to enable Directors to read the papers and properly prepare for the meeting.

Draft minutes of each Board meeting shall be prepared by the Secretary promptly following the meeting for review by the Chair. Thereafter, the draft minutes shall be circulated to all Committee members for final review and approval at the next Committee meeting.

Committee meetings may be held by directors communicating with each other through any technological means through which they can participate in discussion, even though they may not be physically present in the same place.

## 7. Reporting to the Board

The Committee shall report to the Board on its meetings, update the Board about matters relevant to the Committee's role and responsibilities that should be brought to the attention of the Board and make appropriate recommendations for approval or action by the Board.

Copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee.

# 8. Amending this Charter

The Committee will review this Charter every three years, or more frequently as required, and recommend any changes to the Board for approval.

Version history	
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1.0	31 July 2024