

Nominations Committee Charter

Introduction

1. This Charter outlines the roles, responsibilities and composition of the Nominations Committee (**Committee**) of the Board of the Commonwealth Bank of Australia (**CBA** or **Bank**) and the manner in which it discharges its responsibilities for CBA and its subsidiaries (**Group**).

Purpose

2. The primary purpose of the Committee is to provide objective review, monitor and oversee Board and Board Committee composition, Non-Executive Director induction, independence, and appointment, election and re-election of Group Non-Executive Directors.

Role of the Committee

3. The Committee has been established to assist the Board in discharging its responsibilities on a range of matters relating to:
 - Board and Board committee composition;
 - Appointment, election and re-election of non-executive directors (**NEDs**);
 - Director induction programs;
 - Director independence assessments;
 - Performance review processes for the Board and Board committees;
 - Succession planning for, and performance of, the Bank's Chief Executive Officer (**CEO**) and the CEO's direct reports.
 - Diversity of the Board and boards of CBA Subsidiaries which are employer entities or have NEDs (together, **Nominated Subsidiaries**) (as defined in the Group Board Appointment, Renewal and Performance Policy); and
 - Subsidiary Governance Framework and policies for overseeing the appointment to, and performance of, boards of key operating subsidiaries¹ of the Bank in the discharge of their duties.
4. The Board has delegated authority to the Committee to fulfil its responsibilities as set out in the Section entitled *Responsibilities of the Committee* of this Charter and may make such other delegations to the Committee from time to time.

Composition

5. The Board appoints the members and the Committee Chair.
6. The Committee will consist of at least three directors, all of whom must be independent NEDs of the Bank.
7. The Company Secretary of the Bank, or such other person as the Board may nominate, will act as Committee Secretary.

Role of the Chair

8. The Chair of the Board will be the Chair of the Committee, except when the Committee is addressing the appointment of a successor to the Board Chair. Another member of the Committee (other than the Board Chair) to be appointed by the Committee will oversee the appointment of the Board Chair.
9. The Chair of the Committee is responsible to lead the Committee and oversee the processes for the Committee's performance of its role in accordance with this Charter.
10. The Committee Chair has specific responsibilities to:
 - Foster an open, inclusive and, where appropriate, robust discussion and debate by the Committee;
 - Set the agenda with the Group Company Secretary, ensuring that appropriate time and attention is devoted to matters within the responsibilities of the Committee; and
 - Liaise with the Group Company Secretary to ensure the Committee has the information necessary to enable effective decision-making.

Meetings

11. The Committee will meet six times a year or more frequently if necessary.
12. The presence of one half of the members of the Committee (rounded upwards if not a whole number) will constitute a quorum.
13. All directors will have access to Committee papers and may attend Committee meetings.
14. The CEO may attend Committee meetings at the invitation of the Committee Chair, except when matters being considered relate to the CEO.
15. The Committee will meet periodically with the Audit Committee, People & Remuneration Committee and Risk & Compliance Committee to consider material financial, non-financial and people-related matters relevant to executive performance and remuneration and share information about key matters where appropriate to ensure ongoing oversight of these matters.
16. The Committee will refer an issue to the Board or another Board committee where the issue falls within that Board or Board committee's responsibility, or if it would benefit that Committee's consideration.

Access, reliance and advice

17. The Committee will have free and unfettered access to senior management, any other relevant internal and external party and information, and may make any enquiries necessary to fulfil its responsibilities.
18. The Group Company Secretary is responsible for the preparation, presentation, quality and integrity of the information provided to the Committee.
19. The Committee may obtain independent advice at the Bank's expense, including by engaging and receiving advice and recommendations from appropriate independent experts with prior approval of the Board Chair.
20. Committee members are entitled to rely on information, advice and assurances provided by management on matters within their responsibility, and on the

expertise of independent experts, as long as they are not aware of any grounds that would make such reliance inappropriate.

Responsibilities of the Committee

The Committee is responsible for:

Board and Committee composition

21. Reviewing and recommending to the CBA Board for approval of the appropriate size, and membership of the CBA Board and its Committees (including the Chairs).
22. Considering CBA Board and Committee succession plans to ensure an appropriate mix of skills, experience, knowledge, independence, expertise and diversity is maintained, having regard to the tenure of NEDs of the Bank.
23. Assessing and recommending to the CBA Board for approval the appropriate mix of skills, experience, knowledge, independence, expertise and diversity required on the Board and each Board committee and assessing the extent to which they are represented on the Board or relevant Board committee (through, among other things, a board skills matrix) at least annually.

Appointment, election and re-election of CBA Directors

24. Establishing and approving policies and processes for the selection and election of suitable candidates for appointment to the Board, including the setting of criteria by which directors are appointed and re-elected.
25. Establishing and approving policies in respect of the tenure of NEDs.
26. Identifying, assessing and recommending to the Board for approval the appointment, and terms of appointment of suitable director candidates, who meet the Board's criteria for appointment and the fit and proper and suitability criteria to be a Responsible Person and Accountable Person.
27. Reviewing an annual report on the continuing fitness and propriety and suitability of the Responsible Persons and Accountable Persons of the Bank.

Director induction and development

28. Overseeing the NED induction program and ensuring there are appropriate continuing education opportunities for directors to develop and maintain the skills and knowledge required to perform their role at the Bank effectively as well as periodically reviewing whether there is a need for existing directors to undertake additional professional development.

Director independence

29. Assessing and reporting to the Board, at least annually, on the independence of CBANEDs against the Board's independence criteria, including an annual independence assessment for the purposes of the annual report.

CEO performance and succession

30. Monitoring the performance of the CEO and the CEO's direct reports, at least annually, evaluating the performance of the CEO against agreed performance scorecard measures and reporting the evaluation to the People & Remuneration Committee and the Board.
31. Overseeing and reviewing the succession plans for the role of CEO and reviewing the selection of suitable candidates for appointment as CEO.

Board diversity

32. Reviewing and approving relevant policies relating to the diversity of the Board and the boards of Nominated Subsidiaries, including setting measurable objectives to achieve such diversity.
33. Reviewing the diversity of the Board and boards of Nominated Subsidiaries, including reporting on the progress in achieving the measurable objectives set to achieve diversity.

Subsidiary board governance

34. Reviewing and approving Subsidiary Governance Framework and policies for overseeing the appointment to, and performance of boards of Key Operating Subsidiaries of the Bank in the discharge of their duties.
35. Approving NED appointments and reappointments to the boards and board committees of Group Subsidiaries and Group-related Companies (as defined in the Group Board Appointment, Renewal and Performance Policy).
36. Approving the individual fees (including incentives and other benefits) payable to NEDs appointed to the boards and board committees of Group Subsidiaries and Group-related Companies (as defined in the Group Board Appointment, Renewal and Performance Policy), having regard to the fee framework set by the People & Remuneration Committee, which includes offshore entities.

Reporting

37. Minutes of Committee meetings will be made available to all Board directors.
38. The Committee Chair will report on the business of Committee meetings to the Board and convey Committee recommendations.

Committee performance and Charter review

39. The Committee will assess its performance and the fulfilment of its responsibilities under the Charter annually (including having an external performance review every three years).
40. The Committee will review the adequacy of this Charter annually and recommend amendments to the Board for approval.

Other

41. The Committee will perform any other responsibilities as may be delegated to it by the Board from time to time.

Approval date

Charter approved June 2020 (Effective 1 July 2020)

Next review June 2021