

NOMINATION COMMITTEE CHARTER

1. Role and Purpose of the Committee

The Nomination Committee (**Committee**) is a committee of the Board of Directors. The Committee will assist the Board in the effective discharge of its responsibilities in relation to the nomination of new directors.

The Committee is responsible for performing its duties in accordance with this Charter and making recommendations to the Board of Directors on director nominations.

2. Duties and responsibilities

The Committee will:

- Assess the skills and experience required for the Board when directors resign or are due to retire to best ensure the discharge of the Board's duties having regard to the Company's performance and strategic direction, including specific qualities and expertise that the Committee believes are necessary for one or more directors to possess, and the diversity that the Board desires to achieve in the membership of the Board.
- Identify potential candidates for the Board or appoint external consultants to identify potential candidates.
- Consider the lists of candidates provided by the external consultant or as nominated by Ministers, to identify those candidates it would recommend for shortlisting by the COAG Energy Council's Appointments Selection Panel.
- Review and assess from time to time and make recommendations to the Board as appropriate on Director tenure, Board composition and size, as well as the skills and experience matrix provided in item 2 of Schedule 2 of AEMO's Constitution.
- Review the ongoing independence of non-executive directors having regard to item 1 of Schedule 2 of AEMO's Constitution to ensure the requirement for a majority of independent directors is satisfied.

In carrying out the above responsibilities, the Committee will take into account:

- Succession planning for directors.
- Board diversity; such as gender, race and geographical location.

3. Composition

3.1 Membership

The membership of the Committee will be determined by the Chairman from time to time.

The Chairman of the Committee (Committee Chairman) will be the Chairman of the Board of Directors.

All other directors are entitled to attend Committee meetings.

The Committee may invite attendance from:

- The Managing Director; and
- Any other person considered appropriate to attend meetings of the Committee.

3.2 Skills and development

Any Committee member may, with approval of the Committee Chairman, at AEMO's expense, attend seminars and training courses on issues relating to the functions and responsibilities of the Committee.

3.3 Committee Secretary

The Company Secretary will undertake the role of Committee Secretary.

4. Meetings

4.1 Holding of meetings

The Committee will meet as required by the Committee Chairman. A member of the Committee may request that a meeting of the Committee be convened at any other time.

4.2 Quorum

Two members present, in person or by using any technology, constitute a quorum.

4.3 Attendance at meetings

The Committee Secretary will distribute in advance of the meeting of the Committee the agenda and any related papers to each of the Committee members or any other persons determined by the Committee. The agenda will be distributed to all other directors.

4.3 Committee minutes

The Committee Secretary will prepare minutes of the meeting for approval at the next Committee meeting.

5. Reporting to the Board

The Committee Chairman, or delegate, must report to the Board after each Committee meeting concerning the key outcomes from the meeting.

Document owner:	Company Secretary
Approved by:	The Board
Date Approved:	February 2018
To be reviewed:	Every two years by the Committee