



OFX Group Limited Nomination Committee Charter

1. Purpose

The Nomination Committee Charter (**Charter**) governs the operations of the Nomination Committee (**Committee**). The Committee has been established by the Board of the Company (**Board**) to oversee and monitor succession planning, Director selection and development, Board composition and Board and senior executive performance. The purpose of the Committee is to assist the Board by:

- reviewing succession plans of Non-Executive Directors;
- recommending individuals for nomination as members of the Board and its Committees;
- implementing induction and professional development programs for Directors;
- managing the re-election of Directors;
- monitoring the size and composition of the Board and considering strategies to address Board diversity in line with the Company's Diversity and Inclusion Policy; and
- ensuring the performance of Directors are reviewed at least annually.

This Charter will be made available on the Company's website.

2. Membership

The Committee will be composed of all members of the Board.

The Committee will be chaired by an independent Director. The Chair will be the same person who is appointed as the Chair of the People, Culture and Remuneration Committee of the Company.

The Company Secretary or such other person as nominated by the Committee will be the secretary of the Committee.

3. Meetings

The Committee will meet as often as necessary but must meet at least once a year.

Special meetings of the Committee may be convened as required. The Chair of the Committee, through the Company Secretary, will call a meeting of the Committee if requested by any Committee member, the Chair of the Board, the Chief Executive Officer and Managing Director or the Company Secretary.

Non-Executive Directors who are not Committee members may attend the Committee meetings at any time. The Chief Executive Officer and Managing Director and the Chief People and Culture Officer may attend all



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Committee meetings by standing invitation but may be asked to leave the meeting at any time. The Committee may invite other persons, including executives of the Company and internal specialists or external advisors, to attend Committee meetings, if considered appropriate by the Chair of the Committee.

A quorum for any meeting of the Committee will be two Committee members, of whom at least one must be an independent Director.

The Chair of the Committee will determine the meeting agenda after appropriate consultation.

4. Reporting

The Committee will regularly report to the Board on all matters relevant to the Committee's role and responsibilities.

The Chair of the Committee will report and as appropriate make recommendations to the Board after each meeting of the Committee on matters dealt with by the Committee.

The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.

The Committee will ensure that the Board is made aware of any retention or succession matters which may significantly impact upon the Company in a timely manner.

The Committee must review and make a recommendation to the Board to approve the details to be published in the Company's Annual Report or any other statutory report or document with respect to the activities and responsibilities of the Committee.

5. Responsibilities

In addition to any other matters which may be delegated to the Committee by the Board , the Committee is responsible for:

Succession Planning

reviewing Board succession plans on a regular basis to maintain an appropriate balance of skills, experience and expertise on the Board and providing advice to the Board accordingly;



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Nomination and Recommendation

New Directors

- developing a policy and procedures for the selection and appointment of Directors;
- identifying individuals who may be qualified to become Directors, having regard to such factors as the Committee considers appropriate, including judgement, skill, diversity, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Board Committee;
- making recommendations to the Board for the appointment of Directors;
- ensuring that an effective orientation and induction program for new Directors is in place, and regularly reviewing its effectiveness;

Board Committees

identifying Directors qualified to fill vacancies on Board committees and making recommendations to the Board accordingly, having regard to such factors as the Committee considers appropriate, including the terms of reference of the particular Board committee, the Director's experience, the interplay of the Director's experience with the experience of other committee members;

Size and Composition of the Board

- regularly reviewing the size and composition of the Board and making recommendations to the Board with regard to any appropriate changes;
- providing recommendations to the Board with respect to the necessary and desirable competencies of Directors;
- considering and articulating the time required to fulfil the role of Chair of the Board and Non-Executive Director;
- in a timely manner, making recommendations to the Board whether or not Directors, whose term of office is expiring, should be proposed for re-election at the Company's next AGM;

Performance

- developing and implementing a plan for identifying, assessing and enhancing competencies of Directors;
- ensuring that the performance of Directors is evaluated at least annually;



- developing and implementing a plan for identifying, assessing and enhancing Director competencies;
- establishing procedures for the Committee to oversee the evaluation of the performance of the Board, its committees and each individual Director including an assessment of whether each Director has devoted sufficient time to their duties. A performance assessment of the Board, its committees and individual Directors will be completed at least annually to determine whether they are functioning effectively.

6. Reference Documents

In performing its functions and responsibilities the Committee will have regard to, and comply with each of the following:

- the Corporations Act 2001 (Cth);
- the ASX Listing Rules;
- the Corporate Governance Principles and Recommendations (4th ed) of the ASX Corporate Governance Council; and
- the Company's Constitution.

7. Other

The Committee is authorised to engage, at the Company's expense, outside legal or other independent professional advice or assistance on any matters within its terms of reference.

The Committee is authorised to seek any information it requires from any officer or employee of the Company and such officers or employees shall be instructed by the Board of the Company employing them to respond to such enquiries.

No member of the Committee may participate in any decision or vote with respect to his or her position or remuneration in which they have a material personal interest. However, with the prior consent of Committee members, that member may remain present in the meeting. In the event that the Chair of the Committee has a material personal interest in a matter for discussion, the Chair will hand over the chair of the Committee meeting to an independent Director to facilitate discussion and move and vote on a resolution at the meeting.

The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee. This Charter will be reviewed every two years or more frequently as required.



8. Policy review

Updated: May 2021

Author: Company Secretary

Reviewed by: OFX Group Limited Board

Next Review Date: May 2023
