



SEEK Limited

Nomination Committee Charter

May 2020

1. Purpose

The Nomination Committee (**Committee**) is formed for the purpose of assisting the Board of SEEK Limited ("**SEEK**") with the selection, appointment and re-election of SEEK directors, Board succession planning and evaluation of the performance of the Board and its Committees.

The role and responsibilities of the Committee to fulfil this purpose are described in this Charter.

2. Composition

2.1 Membership

The Committee will comprise all the non-executive directors. A non-executive director will automatically become a member of the Committee upon their appointment to the Board.

2.2 Chair

a) The Chair of the Committee:

- will be appointed by the Board;
- will be an independent director, and
- will be the Chair of the Board, unless the Board otherwise determines.

b) If the Chair of the Committee is unable to attend a Committee meeting or, when the Chair of the Committee is also the Chair of the Board, if the Committee is dealing with the succession of the Chair of the Board, the Chair of the Committee, or the members present, will appoint another member who is an independent director to act as Chair.

3. Meetings

3.1 Meetings other than in Person

- a) Committee members may attend meetings in person or using any technology consented to by all the members.
- b) Decisions may be made without a Committee meeting. A circulating resolution consented to by all members entitled to vote on the resolution in accordance with the Constitution will be effective as a resolution passed at a Committee meeting.

3.2 Frequency of meetings and convening of meetings

Committee meetings may be convened as the Chair of the Committee considers necessary, taking into account requests from any director.

3.3 Quorum

A quorum of the Committee will comprise any two directors.

4. Secretary

The Company Secretary will be the Secretary of the Committee.

5. Minutes

- a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair of the Committee in draft and made available to all members.
- b) The minutes of a Committee meeting will be confirmed at the next Board meeting and then signed by the Chair of the Committee.

6. Attendance at meetings

- a) The CEO and other executives may attend meetings of the Committee at the invitation of the Chair of the Committee.
- b) Other members of management and parties external to SEEK may be invited to attend all or part of any meeting of the Committee, as the Chair of the Committee thinks fit.

7. Reporting, external advice and access to management

- a) The Chair of the Committee will report to the Board as soon as practical after each meeting of the Committee on matters that should be brought to the attention of the Board.
- b) The Committee has authority to conduct or direct investigations into any matters within its Charter.
- c) The Committee may engage external consultants or obtain specialist advice to assist it to carry out its role and responsibilities.
- d) The Committee will have access to management for the purpose of seeking explanations and additional information.

8. Role and Responsibilities

The Committee reviews and makes recommendations to the Board on the following matters:

- the size and composition of the Board and its Committees
- succession plans to enable an appropriate balance of skills, knowledge, experience independence and diversity on the Board;
- the selection and appointment of directors including preparing the role description and selection criteria for each appointment;

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- the retirement and re-election of directors;
 - developing and implementing the process for evaluating the performance of the Board, the Chair of the Board and individual directors;
 - reviewing the time required from a non-executive director and whether the directors are meeting that requirement;
 - ensuring that there is appropriate induction for new directors and professional development for the Board to maintain the skills and knowledge required to perform their role as directors including in respect of compliance and governance issues; and
 - any other matters referred to the Committee by the Board.

9. Review

The Committee will review this Charter each year to ensure that it remains consistent with the needs of SEEK and the role and responsibilities of the Committee and recommend any changes to the Board.