NOMINATION COMMITTEE CHARTER

The Hospitals Contribution Fund of Australia Ltd
(ACN 000 026 746)

BOARD APPROVAL DATE: 13 March 2026

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1. INTRODUCTION AND PURPOSE OF THIS CHARTER

The Nomination Committee (**Committee**) has been established by the Board of The Hospitals Contribution Fund of Australia Ltd (the **Company** or **HCF**) to assist it in fulfilling its corporate governance responsibilities, including in relation to the appointment of Directors and Elected Members of HCF.

In carrying out its role the Committee acts as nomination committee for HCF and its subsidiaries (**HCF Group**) and must have regard to the individual requirements of each entity as well as the overall requirements of the HCF Group.

The Board authorises the Committee, within the scope of its responsibilities, to perform the activities set out in this Charter. The Committee will report on its proceedings and make its recommendations to the Board.

References to Member and Elected Member in this Charter have the meaning as defined in the HCF Constitution.

2. ROLE OF THE COMMITTEE

2.1. ROLE

The principal role of the Committee is to review and make recommendations to the Board regarding HCF Group Board/Committee composition, competencies and diversity, HCF Group Board succession planning, evaluating the performance of the HCF Group Boards/Committees/Directors, Board/Member appointments, elections and terminations and Director independence.

2.2. RESPONSIBILITIES

The Committee's responsibilities include:

(a) monitoring that the strategic objectives of the Company and its subsidiaries are considered in the context of its role;

(b) monitoring that the nomination, election, re-election (by rotation), retirement, resignation, removal and tenure of Directors and Members is carried out in accordance with the HCF Constitution and any other relevant HCF Group company constitution;

(c) reviewing the composition of the HCF Group Boards/Committees and the Members including the structure, size, skills and abilities of existing Directors/Members to enable the HCF Group Boards/Councillors to discharge competently their duties having regard to market and industry trends and the strategic direction and future needs of the HCF Group;

(d) recommending to the Board potential Director and Elected Member candidates;

(e) reviewing the process and criteria for evaluation of performance of the HCF Group Boards and Committees and individual Directors;

(f) considering and recommending to the Board succession plans for the Board (including the role of Chairman of the Board) and the Members;

(g) recommending to the Board the optimal mix of skills, competencies and characteristics required for the relevant role and developing strategies to promote Board diversity;

(h) evaluating candidates against the responsibilities and eligibility criteria particular to the relevant role;

(i) establishing criteria for candidacy additional to those in the relevant constitution, where relevant;

(j) reviewing candidates' criteria for independence, particular to the nominated role;

(k) recommending to the Board a call for nominations of Elected Members;

(l) recommending to the Board the manner in which the ballot for appointment of Elected Members and Directors is performed and the entitlement of voting rights;

(m) recommending to the Board the content and manner of communicating about Elected Member candidates to the voting policyholders;

(n) monitoring Director induction programs, the HCF Group Board skills matrices and continuing professional development opportunities for Directors; and

(o) involving the Managing Director & Chief Executive Officer in Committee meetings to answer questions or furnish information it considers necessary.

3. ROLE OF THE CHAIR

The Chair is responsible for:

(a) providing appropriate leadership to the Committee;

(b) setting the agenda, style and tone of Committee discussions;

(c) facilitating Committee discussions to address core issues within the Committee's scope and referring such to the HCF Group Boards (where required) and that adequate meeting time is allocated for consideration of all issues;

(d) monitoring the performance of the Committee; and

(e) liaising with any person as deemed necessary to assist with fulfilling the responsibilities of the Committee.

4. ROLE OF COMMITTEE MEMBERS

Committee members are responsible for:

(a) exercising objectivity in evaluating the skills, expertise, experience and qualifications of candidates;

(b) understanding the structure, accountability, management responsibilities, performance measures, business objectives and operating environment of the HCF Group;

(c) disclosing to the Committee any actual or potential conflict of interest (including details of transactions and relationships) that may exist or might reasonably be thought of to exist in relation to their role and responsibilities as a Committee Member as soon as any situation arises and if deemed desirable by the Committee, take such steps as necessary and reasonable to resolve any conflict within an appropriate period; and

(d) devoting as much time and attention to the Committee for it to carry out its responsibilities.

5. COMMITTEE STRUCTURE

5.1. COMPOSITION

The Committee will be comprised of at least three (3) Non-Executive Directors of the Company with a majority of the Committee to be Independent Directors. The criteria used in defining independence is set out in the Company's Board Charter.

Any Director being considered for election/re-election by the Committee must not be present for, or participate in, any agenda items of meetings of the Committee in relation to their own election/re-election, up to the date of the outcome of the relevant election. The Director may participate in discussions regarding other potential directors, unless the election/re-election is contested.

The term of service of members of the Committee will be reviewed by the Board, with a view to rotating members periodically, without, however, losing continuity of experience and knowledge gained by members of the Committee.

5.2. CHAIR

The Chair of the Committee will be appointed by the Board.

The Chair of the Committee must be an Independent Director and may be the Chair of the Board.

The Committee may elect from any member of the Committee a temporary Chair for the duration of any meeting of the Committee where the Chair is not present.

5.3. ATTENDANCE AT MEETINGS BY NON-MEMBERS

All Directors of the Board, including any non-executive Directors, are entitled to receive Committee papers and can attend the Committee as an invitee, subject to there being no conflict of interest. They are entitled to ask questions and express their views but are not entitled to vote.

Other persons/advisers may be invited to attend the Committee's meetings from time to time, by the Committee via the Chair.

6. CONDUCT OF COMMITTEE BUSINESS

6.1. FREQUENCY AND CALLING OF MEETINGS

The Committee will meet as frequently as required to perform its role but will meet at least twice each year. The Chair must call a meeting of the Committee if requested by any member of the Committee.

6.2. QUORUM OF MEETINGS

The quorum for Committee meetings will be two (2) members if the Committee comprises the minimum number of three (3) members or half the number of Directors entitled to participate in the meeting.

6.3 SECRETARY

The Secretary of the Committee will be the Group Company Secretary of the HCF Board, or their nominee.

6.4. CONDUCT OF MEETINGS

Meetings will be formally structured, held in appropriate facilities with timely notice, agendas, supporting papers and minutes of prior meetings distributed sufficiently in advance.

Matters will be debated openly and constructively amongst Committee members. The Committee may invite management or external consultants to attend meetings, where necessary and desirable.

The process for preparation and approval of minutes and the security and retention of papers is set out in the HCF Group Board/Committee Papers and Minutes Policy.

The Committee may adopt such rules and regulations as it deems appropriate for the conduct of its affairs, provided only that they are not inconsistent with the HCF Constitution, this Charter or any resolution of the Boards.

6.5. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Committee will at all times have:

(a) unrestricted access to resources and information the Committee considers relevant to its responsibilities; and

(b) the authority to require members of the management team or others to attend a meeting and to provide any information or advice that the Committee requires.

The Committee may seek independent professional advice, at the expense of the Company, if it is considered necessary for the proper performance of the Committee's responsibilities. The Chair of the Committee must ensure that the costs are reasonable. The Chair of the Committee and the Secretary will facilitate the procurement of any such advice.

6.6. DELEGATION TO ACT

The Committee may, in its discretion, delegate some or all of its duties and responsibilities to the Chair of the Committee or the Chair of the Board and may delegate any of its duties and responsibilities to a sub-committee of the Committee.

7. REPORTING

The Committee will make a copy of its minutes available to the Board and will:

(a) through its Chair, regularly update and make recommendations to the Board on matters falling within the scope of its role and responsibilities; and

(b) through its Chair, report to the Board matters before the Committee that may materially impact the affairs of the Company.

The Committee will also, through its Chair, provide regular updates, where relevant, to HCF Life and other HCF Group subsidiary Boards on matters detailed in (a) and (b) in so far as they impact HCF Life and other HCF Group subsidiaries.

8. EVALUATION OF COMMITTEE PERFORMANCE

The Committee must perform an evaluation of its performance at least annually to determine whether it is functioning effectively and meeting the terms of this Charter and will report the outcome of the evaluation to the Board.

9. REVIEW OF CHARTER

The Committee will review this Charter on an annual basis and, as appropriate, make recommendations to the Boards on appropriate amendments.

I confirm that I have reviewed this Charter and am satisfied that it captures all the regulatory requirements.

TITLE	DATE	SIGNATURE
Group Company Secretary	26 February 2026	*Nathan Francis*
Head of Legal & Compliance	26 February 2026	*Stuart Barnard*

Do you have a question? Contact the HCF Company Secretary Team:

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