



NOMINATION COMMITTEE CHARTER

PURPOSE

1. The Insurance Australia Group (**IAG**) Nomination Committee (**Committee**) is appointed and authorised as a standing Board Committee of the IAG Board (**Board**) and is led by the Group's purpose to "make your world a safer place". The Committee's role is to assist the Board to discharge its responsibilities by ensuring the Board and the relevant subsidiary boards of IAG comprise individuals with an appropriate mix of skills, knowledge, experience and diversity, and who are best able to discharge the responsibilities of Directors having regard to the present and likely future needs of IAG.

RESPONSIBILITIES AND DUTIES

2. Without limiting its role, the Committee will:

Board Composition and Performance Responsibilities

3. Assess the skills, knowledge, experience and expertise required to competently discharge the duties of the Board having regard to the challenges, opportunities, performance and strategic direction of IAG.
4. Identify competencies and any gaps or opportunities for enhancement of relevant competencies (having regard to the Board skills matrix), including the specific attributes or skills deemed necessary for one or more Directors to possess to maintain on the Board an appropriate mix of skills, knowledge, experience, independence and diversity.
5. Oversee and assess Director tenure, Board composition and size, and recommend these matters to the Board from time to time, as appropriate.
6. Develop and implement the process by which the performance of the Board, and Directors are evaluated, and provide the report from this for consideration and discussion by the Board.

Appointment, Election and Re-election of Directors

7. Oversee the process and appointment criteria for recruiting a new Director to the IAG Board.
8. Consider and recommend to the Board candidates for appointment as Directors, having regard to the Board skills matrix and the balance of skills, knowledge, experience, independence and diversity of the Board and how the candidate's attributes balance and complement those qualities.
9. Consider and recommend to the Board the nomination of Non-Executive Directors for election and re-election by shareholders in accordance with IAG's Constitution.
10. Develop the criteria and process for the appointment of a new Chair of the Board and provide a recommendation on the criteria and process to the Board.

Board Planning Responsibilities

11. Consider succession planning for the Chair of the Board and other Non-Executive Directors in view

of the present and likely future needs of IAG and the skills and knowledge required to meet those needs.

12. Oversee the process for induction and appropriate continuing educational & professional development programs for new and existing Directors.

Subsidiary and Associated Company Board Governance

13. Consider at least annually the composition of IAG subsidiary and associated company boards that are:
 - a. IAG subsidiary ASX listed entities;
 - b. Australian Prudential Regulatory Authority (**APRA**) & other prudentially regulated entities; and
 - c. any other subsidiary and associated company boards which the Committee may determine from time to time.

Other Responsibilities

14. Review and assess annually the Committee's fulfilment of its responsibilities under this Charter and report findings to the Board.
15. Be available to meet with APRA and other regulators upon request.

REPORTING & INFORMATION FLOWS

16. The Chair of the Committee will report on the business of Committee meetings to the Board and make recommendations, as appropriate.
17. Minutes of Committee meetings will be made available to all Directors.
18. Information and papers considered by the Nomination Committee will be provided to other Committees and/or the Board as appropriate.
19. The Committee will refer an issue to the Board or another Board Committee where the issue falls within the Board or that Board Committee's responsibility, or if it would benefit from having the Board or that Board Committee's consideration.

DELEGATION TO ACT

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

COMPOSITION

21. The Committee will comprise at least three members, a majority of whom must be independent Non-Executive Directors.
22. The Board will appoint the members of the Committee and its Chair. The Chair of the Committee must be an independent Non-Executive Director.
23. The Chair of the Board will be the Chair of the Committee, except when the Committee is dealing with the appointment of a successor to the Chair of the Board.
24. If the Chair of the Committee is absent from a meeting, a Chair will be appointed for that meeting by the members of the Committee who are present.

MEETINGS

25. The Committee will meet at least twice a year and as often as required to undertake its role effectively.
26. A quorum for a Committee meeting is two Members of the Committee.

27. Any issues requiring resolution, arising at any meeting of the Committee, will be decided by a majority of votes. The Chair does not have a casting vote.
28. The Committee may invite Management, external advisors, Directors who are not Members of the Committee and subject-matter experts to attend the Committee meetings.
29. The Chair of the Committee will be required to call a meeting of the Committee if requested by any Committee member or the Board.
30. The Company Secretary or their designated representative will act as Secretary to the Committee.

ACCESS AND ADVICE

31. The Committee will have free and unfettered access to IAG Group Executives and Management and any other persons (internal or external) required to fulfil its responsibilities.
32. The Committee may engage and consult and/or seek independent advice from such consultants or experts where considered appropriate or necessary by the Committee to carry out the responsibilities and delegations outlined in this Charter.

REVIEW

33. The Committee Charter will be reviewed at least every two years or as required with amendments recommended to the Board for approval.

DOCUMENT CHANGE HISTORY

Version Number	Conducted by	Approved by	Date	Description of changes
1	CSO	The Committee & the Board	28 April 2022	Biennial Review – for compliance with governance & best practice requirements.