

HUB24 Limited

ABN 87 124 891 685

# Nomination Committee Charter

May 2026

**HUB**<sup>24</sup>

Overview	
Purpose	The HUB24 Limited Nomination Committee Charter sets out the key roles and responsibilities of the HUB24 Limited Nomination Committee Members and management.
Scope	HUB24 Limited
Application	All HUB24 People
Document Control	
Executive Owner	Company Secretary
Operational Owner	Company Secretary
Date	May 2026
Next Review Date	May 2027

# 1. Introduction

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- 1.1. The Nomination Committee (**NC or Committee**) is a committee of the Board of HUB24 Limited (**HUB24**).
- 1.2. The Board established the NC in accordance with HUB24's Constitution.
- 1.3. This Charter sets out the NC's role, the scope of its responsibilities and other NC matters in relation to HUB24 and its controlled entities (collectively referred to as the **HUB24 Group**).
- 1.4. The Board has delegated authority to the NC to fulfil its responsibilities as set out in this Charter. The Board may make other delegations to the NC from time to time.
- 1.5. The role of the NC is not an executive role.

## 2. Role

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- 2.1. The role of the NC is to review and make recommendations to the Board of HUB24 in relation to:
  - 2.1.1. Board succession planning and implementation generally;
  - 2.1.2. induction and continuing professional development programs for Directors;
  - 2.1.3. the development and implementation of the evaluation of the performance of the Board, its Committees and Directors including the Chair of the Board and Board Committee Chairs;
  - 2.1.4. ensure the Company culture is protected and enhanced in any decision making;
  - 2.1.5. the process for creating and maintaining appropriate diversity including the recruitment of new Directors, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment or addresses skills and diversity;
  - 2.1.6. the review and testing of Director independence;
  - 2.1.7. the appointment and reelection of Directors;
  - 2.1.8. ensuring there are plans in place to manage the succession of the CEO or Managing Director;
  - 2.1.9. HUB24's remuneration framework for Non-Executive Directors, including the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
- 2.2. In carrying out its role, the NC is expected to:
  - 2.2.1. have regard to the interests and expectations of HUB24's customers, shareholders, employees, regulators and the broader community in which HUB24 operates; and
  - 2.2.2. operate in accordance with the HUB24 Constitution, this Charter, HUB24's Code of Conduct, HUB24 Group policies adopted by the Board, and applicable legal and regulatory requirements.

## 3. Responsibilities

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Consistent with the Board Charter, the NC is responsible for:

### 3.1. Board Performance and Composition

- 3.1.1. reviewing and recommending to the Board for approval systems, processes, procedures and outcomes for the determination of Board performance and composition;
- 3.1.2. reviewing and recommending to the Board for approval systems, processes, procedures, implementation and outcomes for Board succession planning;
- 3.1.3. in exercising its obligations under these responsibilities, having due regard to:
  - (i) HUB24's strategy for achieving its diversity objectives;
  - (ii) the Board's skills matrix to make sure it covers the skills needed to address existing and emerging business and governance issues; and
  - (iii) the independent composition of the Board and of each Non-Executive Director at least annually at or around the time that the Board or the NC considers candidates for election or re-election to the Board;
- 3.1.4. the appointment of Non-Executive Directors to each Board Committee, and continuing membership, at least once every three years;
- 3.1.5. Non-Executive Directors for nomination and re-election to the Board;
- 3.1.6. designing, developing and recommending to the Board for approval the Director related disclosures to be included in the HUB24's Annual Report and overseeing the process in support of its preparation; and
- 3.1.7. assisting the Board with communication with proxy advisers and shareholder approvals for Director related remuneration matters which require shareholder approval and with Director election and re-election.

### 3.2. Management and CEO/Managing Director Oversight

- 3.2.1. making recommendations to the Board to approve systems, processes, procedures and outcomes for the:
  - (i) appointment and removal of the CEO or Managing Director including the terms of the appointment or removal;
  - (ii) succession plans for the CEO or Managing Director;
- 3.2.2. regular monitoring of succession plans for the CEO or Managing Director;
- 3.2.3. making recommendations to the Board to approve systems, processes, procedures and outcomes for the reviewing and approval of appointments to the Boards of entities which are controlled by HUB24.

### 3.3. Remuneration and Performance

- 3.3.1. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, analysis, development, review and implementation of:
  - i. fees payable to Non-Executive Directors, including any maximum aggregate remuneration payable to Non-Executive Directors, including any maximum aggregate remuneration payable to Non-Executive Directors within the limits specified in the HUB24 Constitution as amended from time to time by shareholder resolution;

In exercising its obligations under these responsibilities, the NC should have due regard to the remuneration strategy and policy that:

- 3.3.2. attracts and retains Board talent;

- 3.3.3. motivates the Non-Executive Directors;
- 3.3.4. links tenure with performance and the creation of shareholder value;
- 3.3.5. is appropriate compared to market practice;
- 3.3.6. considers the circumstances in which external expert remuneration consultants may be utilized; and
- 3.3.7. oversees compliance with applicable legal and regulatory requirements associated with remuneration matters.

## 4. Composition

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- 4.1. The NC shall comprise at least three (3) Directors of HUB24, the majority of whom shall be independent and Non-Executive Directors one of which will be the Chair of the Board.
- 4.2. The Board appoints the NC Members and the NC Chair.
- 4.3. The term of appointment of NC Members will coincide with their Board tenure unless the Board determines otherwise.
- 4.4. The NC Chair will be an independent Director and will generally be the Chair of HUB24.
- 4.5. The Chair of the Board is not to Chair NC meetings for Board Chair succession discussions.
- 4.6. The NC Chair is responsible for leading the NC and overseeing processes for the NC's performance in its role in accordance with this Charter.
- 4.7. NC Members must collectively have the skills, and knowledge to enable the NC to discharge its role and responsibilities effectively and to add value.
- 4.8. At least one NC Member will be a member of the People and Culture Committee.

## 5. Role of Committee Members

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- 5.1 NC Members commit to the collective, group decision-making processes of the NC. Individual NC Members will respect the contributions and perspectives of other NC Members. NC Members will and can debate issues openly and constructively and create an environment where they are free to question or challenge the opinions presented at meetings where their own judgment differs from that of other Members.
- 5.2 NC Members are expected to utilise their relevant skills, knowledge and experience for, and apply their judgment to all matters discussed at NC meetings. NC Members are expected to have read and considered the NC papers ahead of each meeting.
- 5.3 NC Members are expected to ask questions of, request information from and raise any issue of concern with Management.
- 5.4 Publicly, NC Members are expected to support the letter and spirit of NC decisions.

## 6. Committee Meetings

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- 6.1** The NC will meet at least two (2) times per year or more frequently as required.
- 6.2** NC Members will use all reasonable endeavours to attend NC meetings in person or agree attendance by other means with the Chair.
- 6.3** The NC Chair may determine to call an NC meeting and will call a meeting if requested by any Director.
- 6.4** A meeting of the NC may be held using any technology which permits attendees to hear and be heard by others at the meeting.
- 6.5** Two (2) members of the NC, one of whom must be an independent Non-Executive Director of HUB24, shall constitute a quorum.
- 6.6** A Company Secretary of HUB24 or such other person as is nominated by the NC Chair shall act as the secretary of the NC.
- 6.7** The secretary will circulate the agenda and papers to all NC Members within a reasonable time prior to each meeting.
- 6.8** Minutes must be prepared, approved by the NC Chair and be circulated to NC Members within a reasonable time of an NC meeting. The minutes must be ratified and signed by the NC Chair at the next following meeting. Signed minutes will be provided to the next full HUB24 Board meeting after signing.
- 6.9** All HUB24 Directors will have access to the NC papers.

## 7. Invitees

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- 7.1** The NC may invite other people to attend a meeting, consult other people or seek any information considered necessary to fulfil its responsibilities.
- 7.2** All HUB24 Directors have a standing invitation to attend the NC meetings.
- 7.3** Non-NC Members, including members of Management, specialists and advisers may attend all or part of the NC meetings at the invitation of the NC Chair.
- 7.4** The NC may meet periodically and separately with such members of Management, staff and external advisors as it regards as appropriate.

## 8. Conflicts of Interest

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### 8.1 Members must:

- 8.1.1 disclose to the NC any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises;
- 8.1.2 take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
- 8.1.3 comply with the Corporations Act, other applicable laws and HUB24's Constitution in relation to disclosing material personal interests and restrictions on voting.

## 9. Access and Information

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- 9.1 Management is responsible for the preparation, presentation and integrity of information provided to the NC and for the timely communication of such information as the NC might need to effectively discharge their duties.
- 9.2 NC Members may seek any information they consider appropriate to fulfil their responsibilities.
- 9.3 NC Members will have unrestricted access to the HUB24 Group's employees and other relevant internal and external parties to seek explanations and information from them so that they may discharge their responsibilities. If the NC engages an external expert to advise it, the NC shall seek to ensure their engagement, including any advice received, is independent.
- 9.4 The Company Secretary, Chief Financial Officer, senior Legal Counsel and Chief People Officer also have free and unrestricted access to the NC to provide information.

## 10. Role of the Chair

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- 10.1 The NC Chair's principal responsibilities are to lead the NC and oversee the processes for the NC's performance of its role in accordance with this Charter.
- 10.2 The NC Chair has responsibilities including:
  - 10.2.1 development of the NC agenda;
  - 10.2.2 presiding over NC meetings and directing NC discussions to effectively use the time available to address critical issues;
  - 10.2.3 ensuring NC minutes properly reflect NC decisions and substance of management responses to questions during the meeting;
  - 10.2.4 reviewing NC papers to provide support for decision making and actions;
  - 10.2.5 facilitating discussions to ensure core issues are addressed;
  - 10.2.6 briefing all HUB24 Directors in relation to issues arising at NC meetings; and

10.2.7 where the NC Chair is not the Chair of the Board, liaising with the Chair of the Board and the Chairs of the other Board Committees to seek to ensure that the Board and each Board Committee appropriately carry out their respective roles and responsibilities so as to enable the Directors to adequately discharge their relevant duties.

## 11. Reporting to the Board

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**11.1** The NC Chair will report on the business of NC meetings to the next Board meeting and will bring NC recommendations to the Board.

## 12. Performance and Charter Review

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**12.1** The NC will review its performance on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the NC Chair. The review may seek input from any person and may be supported by suitably qualified independent consultants.

**12.2** This review will consider:

12.2.1 the NC's role;

12.2.2 the NC systems, processes and procedures;

12.2.3 the collective skills of the NC in relation to required skills to fulfil the NC's role;

12.2.4 the NC's performance; and

12.2.5 each NC Member's performance.

**12.3** The development needs of the NC will be monitored by the NC Chair. On an ongoing basis, NC Members may undertake and request training and professional development, as appropriate, at HUB24's expense.

**12.4** The NC will review this Charter annually to ensure that it remains consistent with the NC's objectives and responsibilities.