



Director Nominations Committee Charter

Charter Governance

Owner	Board
Approver	Board
Executive Owner	Company Secretary
Next Review	As required

Review History	Version	Date	Details
	1.0	26 August 2020	New Charter, Board approved in August 2020.
	2.0	07 February 2024	Changes required by the new AMB Constitution.

Director Nominations Committee Charter

Purpose

1. The Director Nominations Committee (**Committee**) of Australian Military Bank Limited (**Bank**) has been established under Rule 10.3 of the Bank's Constitution to assess the eligibility of persons wishing to serve as a Director of the Bank.

Composition

2. The Committee comprises the Chair of the Board and the Deputy Chair of the Board as may change from time to time.
3. If a member or members of the Committee are conflicted in relation to the assessment of the eligibility of a person for appointment, re-appointment, election or re-election to the Board, the Board will nominate a non-conflicted Director or Directors to stand-in for the conflicted member(s) of the Committee for the purposes of the assessment and the formulation of a recommendation to the Board
4. Subject to any changes to the Committee's composition arising from 3. above, the Chair of the Board is the Committee Chair. In the absence of the Chair of the Board, the Deputy Chair of the Board is the Committee Chair. In the absence of both the Chair and Deputy Chair of the Board, the Board will determine which of the stand-in Directors it appoints is to act as Committee Chair.
5. The Company Secretary of the Bank, or such other person as the Board may nominate, will act as Committee Secretary.

Meetings

6. The Committee will meet on an as required basis at the request of the Board or Committee Chair.
7. The quorum for a meeting of the Committee is two members.
8. External advisors are to attend such portion of Committee meetings as requested by the Committee Chair.

Access, reliance and advice

9. The Committee will have free and unfettered access to management, any other relevant internal and external parties and information, and may make any enquiries necessary to fulfil its responsibilities.

10. The Committee may obtain independent advice at the Bank's expense, including by engaging and receiving advice and recommendations from appropriate independent experts.
11. Committee members are entitled to rely on information, advice and assurances provided by management and independent experts, as long as they are not aware of any grounds that would make such reliance inappropriate.

Role and Responsibilities

12. The Committee is responsible for assessing the eligibility of persons prior to their appointment, re-appointment, election, or re-election to the Board and making a recommendation to the Board in relation to eligibility for the purposes of the Board's determination under Rule 10.2 of the Constitution.
13. In assessing eligibility, the Committee will have regard to the matters specified in Rules 10.2(a) and (b)(i)-(iii) of the Constitution

Confidentiality

14. The Committee's assessments of eligibility are confidential and are disclosed only to the Board for the purposes of supporting the Committee's recommendation or as required by law.

Committee Charter review

15. The Charter will be reviewed on an as needs basis and any necessary changes will be approved by the Board.