



Nomination and Governance Committee Charter

Atlas Arteria

Atlas Arteria's Nomination and Governance Committee Charter

Context

The Nomination and Governance Committee (**Committee**) has been established jointly by the Boards of Atlas Arteria Limited ACN 141 075 201 (**ATLAX**) and Atlas Arteria International Limited (Registration No 43828) (**ATLIX**). This Charter sets out matters relevant to the composition, responsibilities and administration of the Committee.

In this Charter, **Atlas Arteria** means ATLAX, ATLIX and each of their controlled subsidiaries.

The Board of Directors of ATLAX (**ATLAX Board**) and the Board of Directors of ATLIX (**ATLIX Board**) are together the **Atlas Arteria Boards**.

Objective

The objective of the Committee is to assist the relevant Atlas Arteria Board(s) (through the making of recommendations and provision of advice) in ensuring that:

- the ATLAX Board and ATLIX Board have an appropriate mix of skills, diversity and experience; and
- Atlas Arteria's governance policies and practices are such that the Atlas Arteria Boards can provide successful oversight and stewardship of Atlas Arteria.

The Committee will provide recommendations and assistance to each Atlas Arteria Board in connection with these objectives but will not make decisions on behalf of either Board.

Administration

Membership

The Committee will comprise a minimum of three members with:

- at least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director); and
- a majority being independent Directors as determined under Atlas Arteria's Policy on the Independence of Directors.

Chair

One of the members (being an independent Director of the ATLAX Board or the ATLIX Board) shall be

appointed Chair of the Committee by the Atlas Arteria Boards.

The role of the Chair of the Committee is to:

- Determine the agenda for meetings of the Committee in conjunction with the Secretary of the Committee.
- Chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion.
- Take reasonable steps to oversee that Committee members are provided with sufficient relevant information to consider the matters before them.
- Review the minutes of meetings of the Committee for circulation to and approval of the Committee and sign the approved minutes.
- Act under a delegation of the Committee.

Meetings

Frequency of meetings

The Committee will hold at least one meeting each year and such additional meetings as the Chair of the Committee shall deem appropriate in order to fulfil its duties.

In addition, the Chair of the Committee is required to call a meeting of the Committee if requested to do so by:

- the Chief Executive Officer of Atlas Arteria; or
- any Director of the Atlas Arteria Boards.

Attendance and access by non-members

Members of management and/or parties external to Atlas Arteria may be invited to attend any meeting of the Committee or part thereof. ATLAX and ATLIX Directors who are not members of the Committee have a standing invitation to attend any meeting of the Committee, unless matters relating to an individual Director are being considered. Non-Committee members will be notified in advance of the agenda of forthcoming meetings and will have access to all Committee papers (subject to any conflicts).

Meetings other than in person

Where deemed appropriate by the Chair of the Committee, meetings may occur via conference call or

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other electronic means and approvals and recommendations may occur via written resolution.

Secretary

The ATLAX Company Secretary (or delegate as approved by the Committee) will act as Secretary of the Committee and shall be responsible, in conjunction with the Chair of the Committee, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee members prior to each meeting.

Minutes

The ATLAX Company Secretary will also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Chair of the Committee for review and, the other Committee members, and also to other Committee meeting attendees where appropriate. The minutes are approved by the Committee and signed by the Chair.

Quorum

A quorum shall consist of not less than half of the Committee members eligible to vote on a matter.

Voting

A motion shall be passed by a:

- Simple majority of votes cast in favour by Committee members present and eligible to vote; or
- Resolution in writing signed by at least three quarters of Committee members eligible to vote and will be deemed to have been passed at the time at which the last required Committee Member signs the document.

Notwithstanding ATLAX's Constitution or ATLIX's Bye-Laws, the Chair of the Committee will not exercise a casting vote. In the event of an equal number of votes being cast for and against a motion, the motion will be referred to the Atlas Arteria Boards for resolution.

Duties and Responsibilities

The Committee has the following duties and responsibilities in respect of both ATLAX and ATLIX:

Board Composition

- Regularly reviewing the size and composition of the relevant Atlas Arteria Board(s), including succession plans for the ATLAX Board and the ATLIX Board, its committees and Chairs, with a view to maintaining an appropriate balance of

skills, knowledge diversity, experience and independence on the relevant Atlas Arteria Board(s).

- Ensure the composition of the relevant Atlas Arteria Board(s) and succession planning reflects Atlas Arteria's Diversity and Inclusion Policy.
- Identify and recommend to the relevant Atlas Arteria Boards the appointment of suitable candidates for the respective Atlas Arteria Board(s) after considering the necessary and desirable competencies of new members, the range and depth of skills, and the diversity of the relevant Atlas Arteria Board(s), after undertaking appropriate background checks.
- Review and regularly evaluate the "skills matrix" and the Atlas Arteria "Director profile" outlining the desired competencies, personal attributes, fitness, knowledge and experience across the group of Directors sitting on either the ATLAX Board and ATLIX Board and to help the relevant Atlas Arteria Board(s) identify any gaps in its collective skills that may need to be addressed by providing professional development to existing Directors, external advice or assistance or the appointment of new Directors.
- Review and make recommendations to the relevant Atlas Arteria Board(s) regarding the election, re-election, retirement and terms of office of Non-executive Directors.
- Oversee the induction procedures for new Directors and identify and develop plans for ongoing training and education of Directors to maintain the skills and knowledge required to perform their role effectively.
- Develop and implement a process (including considering recommending the engagement of external consultants) for the annual evaluation of the performance of the relevant Atlas Arteria Board(s), its committees and individual Directors.
- Regularly review the time required from Non-executive Directors to fulfil their role and whether they are meeting that requirement.

Governance

- Annually review Atlas Arteria's corporate governance framework, including alignment with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and recommend Atlas Arteria's

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corporate governance statement to the relevant Atlas Arteria Board(s) for approval.

- Review developments in corporate governance and recommend standards and/or policies which it considers are appropriate and in the best interests of Atlas Arteria.
- Monitor the independence of Directors and review the criteria for assessing independence.
- Consider questions of possible conflicts of interest arising for Directors and, review existing behaviour and ethical guidelines for Directors.
- Monitor the corporate governance of Atlas Arteria's subsidiaries.

Periodic Review

- Review the Committee's Charter once every two years and recommend any proposed changes to the Atlas Arteria Boards for approval.
- Conduct a periodic, but at least annual, evaluation of the Committee's performance.

Access

The Committee shall have free and unfettered access to all Atlas Arteria personnel and other parties (internal and external), including the external auditors, as required by the Committee to carry out its duties.

The Committee may seek advice from external consultants or specialists where it considers that necessary or appropriate.

Reporting

The ATLAX Board and the ATLIX Board will each appoint one of their Directors who is a member of the Committee as its delegate to advise and make recommendations to their respective Atlas Arteria Boards on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, and written or oral reports at meetings of the relevant Atlas Arteria Boards.