

Nomination Committee Charter

1. Related documents

- Board Charter
- Policy and Procedure for the Nomination, Selection and Appointment of New Non-Executive Directors and the Re-Election of Incumbent Non-Executive Directors

2. Background

The Boards of Transurban Holdings Limited (**THL**), Transurban International Limited (**TIL**) and Transurban Infrastructure Management Limited (**TIML**), as responsible entity of Transurban Holding Trust (together, Transurban) have established a Nomination Committee (the **Committee**).

The Boards of THL, TIML, and TIL have common directors and meet concurrently. They are collectively referred to as the “Board” for the purpose of this Charter.

The purpose for which the Committee has been established and the Committee’s powers, duties and responsibilities are set out in this Charter.

3. Purpose

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to the size and composition of the Board, reviewing Board performance and succession planning.

The duties and responsibilities of the Committee to fulfil this purpose are described in clause 6.

4. Composition

The Committee will have at least three members. The members will be appointed by the Board.

Each member will be a non-executive director of the Board. A majority of the members will be independent directors.

The Board will appoint the Chair of the Committee from amongst the independent directors.

If a member ceases to be a director of the Board, that member ceases to be a member of the Committee.

5. Administrative matters

5.1 Meetings

The Committee will meet at least two times each year.

Additional Committee meetings may be convened as the Chair of the Committee considers necessary, taking into account requests from any member or the Chief Executive Officer (**CEO**).

A quorum of the Committee will comprise any two members.

If the Chair of the Committee is unable to attend a Committee meeting, the Chair, or the members present, will appoint another member who is an independent director to act as Chair at that meeting. However, all members are expected to participate in all Committee meetings.

Committee meetings may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or written resolution signed by all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression “written” includes fax or other electronic means.

5.2 Attendance

Notice of Committee meetings will be provided to non-executive directors of the Board who are not members and such directors may attend Committee meetings.

Notice of Committee meetings will also be provided to the CEO, who must attend meetings if requested. Other members of management and advisers may be invited to attend meetings, as the Chair of the Committee thinks fit.

If a Committee member or an attendee has a material personal interest in a matter that is being considered at a Committee meeting, that person must not be present for consideration of that matter (for example, a director must not be present at that part of any Committee meeting dealing with the director's election, re-election or removal from their position).

5.3 Secretary

The Company Secretary will be the Secretary of the Committee (**Secretary**).

5.4 Agenda

The agenda for each Committee meeting is determined by the Chair of the Committee, in consultation with the Secretary.

Any member may require business to be included on the agenda provided the Chair of the Committee and the Secretary have been given prior notice.

The agenda for each Committee meeting will be issued within a reasonable time prior to that meeting to members and the CEO.

5.5 Minutes

Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair of the Committee in draft and circulated to all members.

The minutes will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

5.6 Reporting

The minutes of each Committee meeting will be provided to all directors.

The Chair of the Committee will, if requested at the next Board meeting after a Committee meeting, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

5.7 Authority and access

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

The Committee does not have any executive powers to commit the Board or management to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision making.

The Committee will have unrestricted access to management. The Committee will also have rights to seek explanations and additional information from management.

The Committee has authority to conduct or direct investigations into any matters within its terms of reference. The Committee is entitled to obtain external, independent professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its duties. As appropriate, the Committee will inform the Chair of the Board, the CEO and the Company Secretary of its decision to authorise such an investigation or obtain such external advice.

6. Duties and responsibilities

The duties and responsibilities of the Committee (and their scope) are as follows:

6.1 Composition of the Board

- monitoring, reviewing and making recommendations on matters relating to the size and composition of the Board;
- assessing the appropriate balance of skills, knowledge, experience, independence and diversity required on the Board and assessing the extent to which the balance is achieved;
- identifying, assessing and, where appropriate, developing plans to enhance director competencies;
- reviewing the proportion of women at all levels of the Transurban Group, and addressing strategies on Board gender diversity and diversity in general.

6.2 Selection, appointment and re-appointment of directors

- establishing a formal and transparent procedure for the nomination, selection, appointment and re-appointment of directors;
- making recommendations regarding the appointment and re-appointment of directors;
- monitoring, reviewing and making recommendations regarding the terms of appointment of non-executive directors;
- overseeing an appropriate induction program for new directors;
- monitoring and reviewing the time commitment required by non-executive directors to Board matters having regard to director commitments to Transurban and others;
- monitoring and undertaking an annual assessment of, and making a recommendation to the Board as to, the independence of each director.

6.3 Performance evaluation

- making recommendations regarding the establishment of processes for the review of the performance of individual directors, the Board as a whole and the operation of Board Committees, including (where appropriate) engaging external consultants.

6.4 Succession planning

- making recommendations regarding Board succession, including the succession of the Chair and the CEO, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- making recommendations regarding Senior Executives and key staff succession.

6.5 Other matters

- reviewing other relevant matters identified from time to time, or requested by the Board.

7. Review

The Committee will, at least once each year, undertake an evaluation of its performance and effectiveness, and review its membership and this Charter to determine its adequacy for current circumstances, and make recommendations to the Board.

The Committee will consider and review the report of the Committee's membership, authority, responsibilities and discharge of those responsibilities for inclusion in Transurban's annual report and/or annual corporate governance statement and oversee the preparation of any relevant report or other relevant disclosures to be included in the annual report or other relevant communications to security holders.