

Director Election Committee Charter

1. Purpose

The Director Election Committee (*Committee*) of the Board of Directors (*Board*) of National Roads and Motorists' Association Limited (*NRMA*) has been established in accordance with NRMA's constitution (*Constitution*).

The Committee has been established to assist the Board in select matters relating to the 2025 Director elections (*Director Elections*) (*Committee's Purpose*).

Capitalised terms that are not otherwise defined in this Charter have the meaning given to them in the rules for the Director Elections that have been made by the Board under clause 15.7 of the Constitution (*Election Rules*).

The Board delegates to the Committee the powers and authority set out in this Director Election Committee Charter (*Charter*). The Board may make other delegations to the Committee from time to time.

The Committee, when fulfilling the Committee's Purpose and delegating its powers and authority, must ensure that its decisions are consistent with the Constitution and the Election Rules.

The scope of the Committee's delegated powers and authority is set out in this Section 2.

2. Scope of Authority

2.1 Eligibility to be a Candidate

a) **The Committee has authority to:**

- (i) **consider and approve; and**
- (ii) **consider and recommend to the Board for approval,**

the matter set out in paragraph b), as and when requested to do so by Management.

b) The relevant matter for the purposes of paragraph a) is the eligibility or ineligibility of any Prospective Candidate to be a Candidate, including as a result of:

- (i) whether that person Lives In or has a Close Connection to the Region in which they have nominated to stand for election;
- (ii) the results of the Background Checks conducted on that person;
- (iii) whether that person has satisfied the Skills and Attributes Assessment;
- (iv) whether that person complied with any deadlines applying to the Director Elections;
- (v) whether that person complied with any requirements to provide information for the Director Elections; and/or
- (vi) whether that person complied with the Constitution, the Election Rules and with any other rules the Board (or its duly-authorised delegate) makes from time to time under clause 15.7 of the Constitution (including the Candidates' Code of Conduct and the Candidates' Guide).

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2.2 Recommendation of a Candidate to Members

The Committee has authority to consider and recommend to the Board for approval which (if any) Candidates should be recommended to Members for election to the Board, and in doing so it may consider (among other things):

- a) the content of the completed Nomination Forms (and any associated attachments or further information) submitted by each Candidate; and
- b) the conduct and outcomes of the Skills and Attributes Assessment (including any reports from, or advice given by, any external advisers).

2.3 Review of Election Materials

a) **The Committee has authority to:**

- (i) **consider and approve; and**
- (ii) **consider and recommend to the Board for approval,**

the matter set out in paragraph b), as and when requested to do so by Management.

b) The relevant matter for the purpose of paragraph a) is the editing or excision of the Candidate Information or Additional Disclosures in respect of a Candidate prior to publication of that information in the Election Materials.

c) **The Committee has authority to consider and recommend to the Board for approval** any disclosure or comment about the assessment of the skills, experience and attributes of a Candidate to be included in the Election Materials.

2.4 Conduct of Candidates

a) **The Committee has authority to:**

- (i) **consider and approve; and**
- (ii) **consider and recommend to the Board for approval,**

the matter set out in paragraph b), as and when requested to do so by Management.

b) The relevant matter for the purposes of paragraph a) is the non-compliance of any Candidate with:

- (i) any deadlines applying to the Director Elections;
- (ii) any requirements to provide information for the Director Elections; and/or
- (iii) the Constitution, the Election Rules and/or with any other rules the Board (or its duly-authorised delegate) makes from time to time under

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clause 15.7 of the Constitution (including the Candidates' Code of Conduct and the Candidates' Guide),
and any action considered necessary to enforce compliance with such deadlines, requirements, Constitution and rules, including terminating the candidacy of that Candidate, in accordance with clause 15.7 of the Constitution.

2.5 Referral from Management

- a) To the extent that a matter is within the delegated authority of the Committee under this Charter to approve and also within Management's delegated authority from the Board to approve, Management is not precluded from approving that matter.
- b) However, without limiting Sections 2.1 to 2.4, Management may refer to the Committee any matter relevant to the Committee's Purpose, whether or not that matter is:
 - (i) within Management's delegated authority from the Board (for example, where Management considers the matter should be referred to, or discussed with, the Committee); or
 - (ii) outside of Management's delegated authority from the Board, (each a *Referred Matter*).
- c) In relation to any Referred Matter, **the Committee has authority to:**
 - (i) **approve** that Referred Matter if the matter is within the scope of the Committee's approval powers under this Charter;
 - (ii) **consider and make recommendations to Management** for approval by Management if the Referred Matter is within Management's delegated authority; or
 - (iii) **otherwise, make recommendations to the Board** for approval.

The Committee has authority to sub-delegate to such persons (or categories of persons) as the Committee determines from time to time, the authority to execute, implement and/or finalise any matter that has been approved by the Committee pursuant to this Charter, on terms and conditions substantially in accordance with the Committee's approval.

- a) The delegation of authority under this Charter does not preclude the Board from exercising power or authority in relation to a matter that is within the Committee's delegated authority, if the Board so decides.
- b) In addition, the Committee may at any time, through the Committee Chair, refer any matter that is before the Committee to the Board for consideration (even if that matter falls within the Committee's authority under this Charter to approve).

Membership of the Committee and the protocols and processes applying to the Committee and conduct of the Committee's business will be in accordance with the **Protocol For NRMA Board Committees** document, subject to the following variations:

3. Sub-delegations

4. No Limitation on Board's Power

5. Membership and Protocols

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6. Reporting and Accountability to the Board

7. Term of Committee

Membership and Attendance

- a) any Director who is standing for election or re-election in the Director Elections (*Conflicted Director*) is not entitled to be a member of the Committee, or attend any meeting of the Committee;
- b) the Group CEO is not entitled to be a member of the Committee;

Committee Chair

- c) the Chair of the NRMA Board may be appointed as Committee Chair (provided they are not a Conflicted Director);

Agendas and Papers

- d) no notices of meeting, agendas or Committee papers will be provided to any Conflicted Director;
- e) no proposed written resolution of the Committee will be circulated to any Conflicted Director;

Meetings

- f) the Committee will meet at such times as determined by the Committee Chair;

Independent Advice

- g) approval for the Committee or Committee Chair to engage any independent expert or adviser is to be obtained from the Group CEO, if both the Chair and Deputy Chair of the Board are Conflicted Directors; and
- h) any independent advice obtained may not be provided to any Conflicted Director.

- a) The Committee is accountable to the Board for the exercise of the Committee's delegated authority under this Charter. The Committee will:
 - (i) make available copies of its minutes to the Board on request;
 - (ii) report to the Board on the exercise by the Committee of its authority, including when that exercise has any budgetary impacts;
 - (iii) through the Committee Chair, provide updates and make recommendations to the Board on matters that are within the scope of this Charter; and
 - (iv) through the Committee Chair, promptly bring to the attention of the Board any matters before the Committee that may materially impact on the financial condition or affairs of NRMA.
- b) No document or information provided to the Board pursuant to Section 6(a) will be provided to any Conflicted Director unless directed by the Committee Chair.

The Committee is constituted with effect from the Close of Nominations, subject to there being more than one Prospective Candidate who has nominated themselves for election in any Election Region and is automatically dissolved at 5pm (Sydney time) on the date that the results of the Elections are published on NRMA's website.

Approved by NRMA Board on 26 February 2025