

Nomination Committee Charter

Introduction

The Nomination Committee (Committee) is established as a committee of the Board of Ampol Limited (Ampol or Company) on the terms set out in this charter and in accordance with the Board's charter and the Company's Constitution.

Role of the Committee

The Committee assists the Board in relation to the Board's composition, the appointment, election and re-election of non-executive directors; Board and Chief Executive Officer (CEO) performance; and Board and CEO succession plan.

The Committee undertakes functions delegated by the Board, including approval of the induction process for non-executive directors, approval of the standard letter of appointment for non-executive directors, approval of certain corporate governance policies and engagement of external consultants to assist the Board in performance reviews and recruitment.

Responsibilities of the Committee

Advisory Role

The Committee undertakes the following functions and, as appropriate, advises or makes recommendations to the Board:

- Reviewing the composition of the Board, having regard to the optimum number of directors, the appropriate mix of skills, experience, expertise, tenure and diversity on the Board
- Reviewing policies and processes for the selection of new non-executive directors, including the identification of the necessary and desirable competencies for new non-executive directors
- Reviewing the processes for the election and re-election of non-executive directors
- Assisting the Board in its recruitment of potential candidates as new non-executive directors
- Making recommendations to the Board in relation to the non-executive directors submitting themselves for election or re-election at annual general meetings
- Reviewing and oversee the process for succession of non-executive directors, including the chairman, to maintain an appropriate mix of skills, experience, tenure, expertise and diversity on the Board
- Reviewing and overseeing the process for the evaluation of the performance of the Board, its standing committees and individual non-executive directors
- Reviewing Board performance against appropriate measures
- Reviewing succession planning for the Managing Director & CEO
- Reviewing the Managing Director & CEO's service agreement and total remuneration package, including retention and termination payments
- Reviewing the performance of the Managing Director & CEO against performance measures approved by the Board

Delegated Authority

The Board has delegated authority to the Committee to undertake the following functions:

- Approve, oversee and review the effectiveness of the induction and continuing professional development processes for non-executive directors
- Approve policies and processes in relation to director tenure

- Engage external consultants (as required) to assist the Board in performance reviews of the Board, its standing committees and individual directors
- Engage external consultants (as required) to assist the Board in the recruitment of potential non-executive directors and the CEO

Membership & Attendance

Committee membership

The Committee comprises all non-executive directors from time to time.

The Board Chairman serves as Committee Chairman.

The Committee Chairman may invite external parties to attend all or part of a meeting.

Meetings

Quorum

The quorum for a Committee meeting is three (3) Committee members.

Number of meetings

The Committee will meet as required.

Committee Secretary

The Company Secretary of Ampol is the Committee Secretary. The Committee Secretary will be responsible for Committee agendas (in consultation with the Committee Chairman), the co-ordination of Committee papers, the despatch of Committee papers and the preparation of minutes of Committee meetings.

Access to Information & Advisers

The Committee is authorised to require management to provide any information the Committee requires to discharge its responsibilities.

The Committee and Committee members have direct access to Ampol's senior management and advisers (both external and internal).

The Committee is authorised to obtain external professional advice if it considers this is necessary.

Review of Committee Performance

The Committee should periodically review its own performance with particular attention being paid to the extent to which it has met its responsibilities in this charter.

Review of Charter

The Committee will review its charter within six months of the second anniversary of its last review and make recommendations for changes, if considered appropriate, to the Board.

Publication

The charter will be made available on the Ampol website (www.ampol.com.au).

Document change history

Version number	Conducted by	Approved by	Date	Description of changes
1		Board	05/12/2017	
2	Secretariat	Board	14/05/2020	Update references from Caltex to Ampol
3	Chief Governance & Risk Officer	Board	19/02/2021	Updated to reflect existing governance practices