

NATIONAL AUSTRALIA BANK LIMITED (Company)

ACN 004 044 937

BOARD NOMINATION & GOVERNANCE COMMITTEE CHARTER

1 Operating Rules

1.1 The NAB Board Committees Operating Rules apply to the Nomination & Governance Committee (**Committee**) and are incorporated into this Charter, except when expressly excluded in this Charter.

2 Purpose

2.1 This Charter sets out the responsibilities of the Committee.

2.2 The purpose of the Committee is to assist the Board in relation to Board composition matters and corporate governance policies and practices of the Group, with the objective that these policies and practices are reasonable, fair and consistent with current governance, legal and regulatory requirements and shareholder expectations, and meet the needs of the Company.

3 Duties and Responsibilities

3.1 The Committee is responsible for:

- Reviewing and making recommendations to the Board in relation to the size and composition of the Board and its committees, including succession plans so that appropriate mix of skills, experience, knowledge, independence, expertise and diversity is maintained.
- Identifying, assessing and recommending to the Board for approval the appointment, and terms of appointment of suitable director candidates who meet the Board's criteria for appointment and the fit and proper and suitability criteria to be a Responsible Person and Accountable Person.
- Making recommendations to the Board on the re-election and removal of directors.
- Reviewing a process for the evaluation of the performance of the Board, its Committees, the Chair and individual directors.
- Evaluating the performance of the Board, its committees, the Chair and individual directors, at least annually.
- Evaluating and reporting to the Board at least annually in relation to the independence of non-executive directors having regard to the standards adopted by the Board from time to time.
- Reviewing an annual report on the continuing fitness and propriety and suitability of the Responsible Persons and Accountable Persons of the Bank.
- Overseeing that there is a succession planning process in place to manage the succession of the Group Chief Executive Officer (CEO), including early engagement on the selection of suitable candidates.

- Overseeing that there is an appropriate induction process in place for new directors and reviewing its effectiveness.
- Reviewing the professional development program provided to directors to assess whether it is appropriate to develop and maintain their skills and knowledge needed to perform their roles effectively.
- Reviewing the process for the selection and removal of directors and assessing its effectiveness and transparency to shareholders.
- Reviewing relevant corporate governance frameworks, principles and policies for the Company.
- Reviewing the composition of major subsidiary boards with non-executive directors within the Group, including succession plans, so that an appropriate balance of skills, experience and diversity is maintained.

4 Composition

- 4.1 The Chair of the Board will be the Committee Chair, except when the Committee is addressing the appointment of a successor to the Board Chair. Another member of the Committee (other than the Board Chair) will be appointed to oversee the selection and appointment of the successor to the Board Chair.

This Charter supersedes any terms of reference previously in force.