

Nominations Committee Charter

Introduction

1. The Nominations Committee (**Committee**) is a committee of the Board of Endeavour Group Limited (**Endeavour**).
2. This Charter sets out the role, composition, operation and responsibilities of the Committee and the manner in which it discharges those responsibilities for Endeavour.

Role of the Committee

3. The Committee has been established to assist the Board in discharging its responsibilities in relation to:
 - a. composition and renewal of the Board and Board Committees;
 - b. appointment, election and re-election of non-executive directors (**NEDs**);
 - c. director independence assessments;
 - d. NED induction and continuing development programs;
 - e. performance review processes for the Board, Board Committees and NEDs; and
 - f. succession planning for Endeavour's Managing Director & Chief Executive Officer (**CEO**).
4. The Board has delegated authority to the Committee to fulfil its responsibilities as set out in this Charter and may make other delegations to the Committee from time to time.

Composition

5. The Board will appoint the members of the Committee and the Committee Chair.
6. The Committee will consist of at least three directors, a majority of whom must be independent NEDs.
7. The Board Chair will be the Committee Chair, except when the Committee is addressing the appointment of a successor to the Board Chair.
8. The Company Secretary of the Board, or such other person as the Board may nominate, will act as Committee Secretary.

Meetings

9. The Committee will meet as often as is necessary to fulfil its responsibilities.
10. The quorum for a meeting of the Committee is two directors, who must be independent NEDs.
11. All directors will have access to Committee papers and may attend Committee meetings.

12. The Board's protocols and processes for managing conflict of interests apply to Committee members and Committee meetings.
13. Management and external advisors may be invited by the Committee Chair to attend all or part of Committee meetings.

Access, advice and reliance

14. The Committee has unrestricted access to management, other relevant internal and external parties and to information that it considers necessary to fulfil its responsibilities.
15. The Committee may obtain independent advice at Endeavour's expense, including by engaging and receiving advice and recommendations from appropriate independent experts.
16. Management is responsible for the preparation, presentation and integrity of the information provided to the Committee.
17. Committee members are entitled to rely on information, advice and assurances provided by management and independent experts, as long as they are not aware of any grounds that would make such reliance inappropriate.

Responsibilities of the Committee

The Committee is responsible for:

Board

Board and Board Committee composition and renewal

18. Reviewing and recommending to the Board the appropriate size and composition of the Board and Board Committees.
19. Assessing and recommending to the Board the appropriate mix of skills, experience, expertise, knowledge, independence and diversity required on the Board and assessing the extent to which they are represented (through among things, a board skills matrix);
20. Reviewing Board and Board Committee renewal and succession plans, to maintain an appropriate mix of skills, experience, expertise, knowledge, independence and diversity, having regard to the tenure of NEDs.
21. Establishing and recommending to the Board a policy in respect of NED tenure.

Appointment, election and re-election

22. Establishing and recommending to the Board processes for the selection of NED candidates for appointment to the Board or election by shareholders (including the probity enquiries to be made).
23. Identifying and assessing potential NED candidates against any criteria set by the Board and probity assessments.
24. Recommending to the Board the appointment and terms of appointment of suitable NEDs to the Board.
25. Assessing and recommending to the Board NEDs seeking re-election by shareholders.

Director induction and development

26. Reviewing the NED induction program and ensuring there are appropriate continuing education opportunities for NEDs to develop and maintain the skills and knowledge required to effectively perform their role at Endeavour.

Director independence

27. Monitoring, assessing and reporting to the Board on the independence of NEDs against the Board's independence standard, including reviewing an annual independence assessment for the purposes of disclosure in the Annual Report.

- Performance reviews** 28. Establishing processes for the internal and external performance reviews of the Board, Board Committees and individual NEDs.
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Chief Executive Officer

- CEO succession** 29. Reviewing succession plans for the role of CEO.
30. Establishing the processes for selection of suitable candidates for appointment to the role of CEO (including reviewing CEO selection criteria).
31. Reviewing the selection of potential CEO candidates against the selection criteria and recommending suitable CEO candidates for review of the Board.
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Other

32. Reviewing or approving (as the case may be) any policy or document designated to the Committee under the Group Policy Framework and not otherwise specified in this Charter.
33. Performing any other responsibilities as may be delegated to it by the Board from time to time.
34. Referring any matter that may be relevant for consideration by the Board, other Board Committee or internal or external auditor, to that body or person.
35. Reviewing a matter referred to it by the Board, other Board Committee or internal or external auditor which is within the Committee's areas of responsibility.

Reporting

36. Minutes of Committee meetings will be made available to all directors.
37. The Committee Chair will report on the business of Committee meetings to the Board and convey Committee recommendations.

Committee performance and Charter review

38. The Committee will annually assess its performance, effectiveness and fulfillment of its responsibilities under this Charter.
39. The Committee will review the adequacy of this Charter at least every two years and recommend any changes to the Charter to the Board.

Charter Governance

- Approved** 21 June 2021 (effective 23 June 2021)