

Board Nomination Committee

Terms of Reference



Authority The Committee is accountable to and acts primarily as a delegated committee to the Dexus Funds Management Limited ("DXFM") and Dexus Holdings Pty Limited ("DXH") Boards ("the Board"). The Committee does not, of itself, have the power or authority of the Board.

Objectives The objective of the Committee is to assist the Board in fulfilling its responsibilities by overseeing all aspects of Board nomination and performance evaluation.

- Terms of Reference**
- Review the size, composition, diversity, skills and desired competencies of the Board and Board Committees, and recommend to the Board for approval at least annually
 - Ensure Board Performance Evaluation is undertaken and findings are presented to the Board
 - Review the method to determine director independence and recommend to the Board for approval at least annually
 - Review the nomination, appointment, re-election and removal of Directors to the DXFM and DXH Boards and other entities within the Group (where applicable), and recommend to the Boards for approval
 - Review the nomination, appointment, re-election and removal of Directors of the Dexus Wholesale Property Limited Board (after having regard to the DWPF Advisory Committee endorsement of external Directors), and recommend to the DWPL and DXFM Boards for approval
 - Review the nomination, appointment, re-election and removal of Directors of the Dexus Wholesale Funds Limited Board (after having regard to the DHPF Advisory Committee endorsement of external Directors), and recommend to the DWFL and DXFM Boards for approval
 - Review succession plans for Dexus's Non-executive Directors, and recommend to the Board for approval
 - Review the appointment and removal of Directors to the Board Committees and recommend to the Board for approval
 - Review determination of the time required by Non-executive Directors to discharge their responsibilities effectively
 - Oversee Director education/training and review Director induction program

The Committee will have oversight of the process for identification of material risks in the areas of remit of the Committee and the adequacy and effectiveness of the controls in place to mitigate those risks.

- Members**
- All Independent Directors
 - The Chair of the Nomination Committee is the Chair of the Board
 - Members of the Committee have the ability to engage the services of external advisers, independent of management

- By Invitation**
- Chief Executive Officer
 - Chief Operating Officer
 - Head of People and Culture

Secretary Company Secretaries

Meetings At least bi-annually

Quorum Any four members

Decisions	Simple majority
Minutes Circulation	– Committee Members – DXFM Board
Standing Reports	As required
Procedure	Papers to be distributed minimum five business days prior to meeting.
Version	Approved by the Committee on 23 June 2021 Approved by the Board on 29 July 2021

