

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	<ul style="list-style-type: none">– 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 present findings 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 Board for approval– Review the nomination, appointment, re-election and removal of Directors of the Dexus Wholesale Funds Limited Board (after having regard to the HWPF Advisory Committee endorsement of external Directors), and recommend to the Board for approval– Review succession plans for 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
Members	<ul style="list-style-type: none">– 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	<ul style="list-style-type: none">– Chief Executive Officer– Chief Financial Officer– Head of People and Communities
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 18 September 2019
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