



Nomination and Governance Committee Charter

Atlas Arteria Limited

None of the entities noted in this document is an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these entities do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (MBL). MBL does not guarantee or otherwise provide assurance in respect of the obligations of these entities.

ATLAX Nomination and Governance Committee Charter

Objective

The objective of the Nomination and Governance Committee (the **Committee**) is to assist the Board of Directors (the **Board**) of Atlas Arteria Limited (**ATLAX** or **Company**) (through the making of recommendations and provision of advice) in ensuring that Board members have an appropriate mix of skills, diversity and experience and that ATLAX's governance policies and practices are such that the Board can provide successful oversight and stewardship of ATLAX as part of Atlas Arteria (**ALX**) (which comprises ATLAX and Atlas Arteria International Limited).

Administration

Membership

The Committee will consist of all Non-Executive Directors (**Committee Members**). A majority of Committee Members must be Independent Directors as defined by ALX's policy on the independence of Directors.

Chairman

The Chairman of the Board shall be the Chairman of the Committee. If the Chairman of the Committee is not present at a meeting of the Committee, the members present may elect another member to act as Chairman for that meeting.

The role of the Chairman of the Committee is to:

- Determine the agenda for meetings of the Committee in conjunction with the Secretary of the Committee.
- Chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion.
- Take reasonable steps to oversee that Committee members are provided with sufficient relevant information to consider the matters before them.
- Advise the Board on the Committee's recommendations to the Board on matters falling within the scope of the Committee's responsibilities.
- Review the minutes of meetings of the Committee for circulation to and approval of the Committee and sign the approved minutes.
- Act under a delegation of the Committee.

Meetings

Frequency of meetings

The Committee will hold at least one meeting each year and such additional meetings as the Chairman of the Committee shall deem appropriate in order to fulfil its duties.

In addition, the Chairman of the Committee is required to call a meeting of the Committee if requested to do so by:

- the Chief Executive Officer; or
- any Director.

Attendance by non-members

Members of management and/or parties external to ALX may be invited to attend any meeting of the Committee or part thereof. Non-members of the Committee may be asked to withdraw from all or any part of a meeting.

Meetings other than in person

Where deemed appropriate by the Chairman of the Committee, meetings may occur via conference call or other electronic means and approvals and recommendations may occur via written resolution

Secretary

The ATLAX Company Secretary (or delegate as approved by the Committee) will act as Secretary of the Committee and shall be responsible, in conjunction with the Chairman of the Committee, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee Members prior to each meeting. Directors may request papers for or from any meeting and will be notified in advance of the agenda of forthcoming meetings.

The Secretary will also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Chairman of the Committee for review and, the other Committee Members, and also to other Committee meeting attendees where appropriate.

Quorum

A quorum shall consist of not less than half of the Committee Members eligible to vote on a matter.

Voting

A motion shall be passed by a:

- Simple majority of votes cast in favour by Committee Members present and eligible to vote; or

ATLAX Nomination and Governance Committee Charter

- Resolution in writing signed by at least three quarters of Committee Members eligible to vote and will be deemed to have been passed at the time at which the last required Committee Member signs the document.

Notwithstanding ATLAX's constitution, the Chairman of the Committee will not exercise a casting vote. In the event of an equal number of votes being cast for and against a motion, the motion will be referred to the Board for resolution.

Duties and Responsibilities

The Committee is responsible for:

- Reviewing and considering the composition of the Board and making recommendations regarding appointments, retirements and terms of office; and
- Providing advice to the Board on appropriate corporate governance policies.

In particular, the Committee is to:

Board Composition

- Review succession plans for the Board with a view to maintaining an appropriate balance of skills, diversity and experience on the Board.
- Identify and recommend to the Board, candidates for the Board after considering the necessary and desirable competencies of new Board members, the range and depth of skills and the diversity of the Board.
- Review and make recommendations regarding the terms of appointment of non executive directors
- Review induction procedures for new appointees to the Board to ensure that they can effectively discharge their responsibilities.
- Make recommendations to the Board in relation to the process for review of the performance of individual non executive directors, the Board as a whole and the operation of Board committees, including where appropriate, engaging external consultants.
- Identify and develop plans for ongoing director education.

Governance

- Provide advice to the Board on the most appropriate corporate governance policies generally and, in particular, to:

- Annually review ALX's corporate governance framework and recommend ALX's corporate governance statement to the Board for approval.
- Review developments in corporate governance and recommend standards which it considers are appropriate and in the best interests of ALX.
- Monitor the independence of directors and review the criteria for assessing independence.
- Consider questions of possible conflicts of interest arising for Directors and, review existing behaviour and ethical guidelines for directors.
- Monitor the corporate governance of ALX's subsidiaries.

Diversity

- Oversee ATLAX's compliance with ALX's Diversity Policy including reporting requirements and undertaking an annual review of the policy

Periodic Review

- Review the Committee Charter annually and recommend any proposed changes to the Board for approval.
- Conduct a periodic, but at least biennial, evaluation of the Committee's performance and the extent to which the Committee has met its Charter.

Access

- The Committee shall have free and unfettered access to all personnel and other parties (internal and external), including the external auditors, as required by the Committee to carry out its duties.
- Committee Members may seek independent professional advice for company related matters at ATLAX's expense, subject to the estimated costs being approved by the Chairman of the Board, in advance, as being reasonable.

Reporting

The Committee, through its Chairman, is to advise and make recommendations to the Board on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, and written or oral reports at Board meetings.