

NOMINATIONS COMMITTEE CHARTER

Objectives

1. The objectives of the Qantas Nominations Committee are to assist the Board in fulfilling its corporate governance responsibilities in regard to:
 - a. Board appointments, re-elections and performance;
 - b. diversity obligations;
 - c. Directors' induction programs and continuing development;
 - d. Committee Membership; and
 - e. succession of the Chief Executive Officer.
2. In particular, the Committee is to undertake the functions of a nomination committee set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition (ASX Principles).

Membership

3. The Committee is appointed by the Board in accordance with Clause 6.20 of the Qantas Constitution.
4. The Committee is to consist of:
 - a. only Non-Executive Directors;
 - b. the Chair of the Board (who will chair the Committee as an independent Non-Executive Director);
 - c. at least three Members; and
 - d. a majority of independent Non-Executive Directors.
5. The Company Secretary is to attend Committee Meetings, or to otherwise receive an update from the Chair on proceedings of Committee Meetings, to ensure minutes are taken of each Meeting.

Meetings

6. The Committee is to meet as requested by the Committee Chair, but in general, no less than twice each year. In the absence of the Chair, one of the Committee Members, either nominated by the Chair, or elected by the Committee, will act as the Committee Chair for that meeting.
7. As required by the Qantas Constitution, a quorum for a Committee Meeting is two Members.
8. Directors who are not Committee Members may attend Meetings, at the invitation of the Committee Chair.
9. The Chief Executive Officer and the Group Executive People and Culture are to attend such portion of each Meeting as requested by the Committee Chair.
10. The Committee will report on its Meetings to the Board.
11. Recommendations of the Committee are to be discussed with all Directors.

Access to Information and Independent Advice

12. The Committee has the authority to seek any information it requires from any employee of the Qantas Group and all employees must comply with such requests.
13. The Committee may take such independent legal, recruitment or other advice as it considers necessary or appropriate.

Responsibilities and Duties

Board Appointments, Re-Elections and Performance

14. In assisting the Board in the appointment, re-election and performance of Directors, the Committee will:
 - a. assess the necessary and desirable competencies of Directors;
 - b. assess that Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
 - c. develop Board succession plans so that an appropriate balance of skills, knowledge, experience, independence and diversity is maintained;
 - d. make recommendations to the Board relating to the appointment, re-election and retirement of Directors;
 - e. review the time commitment required from Non-Executive Directors and whether Directors are meeting that commitment; and
 - f. schedule regular Board performance reviews.
15. In reviewing the composition and performance of the Board, the Committee will consider the term served by Non-Executive Directors so that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy.
16. In selecting and recommending the appointment of new Directors, the Committee will:
 - a. adopt a board skills matrix to assist the Committee in its Board succession planning and in recommending professional development initiatives for Directors;
 - b. assess candidates with regard to the diversity objectives of the Qantas Group;
 - c. engage external consultants where necessary to assist in the selection process of suitable candidates;
 - d. recommend candidates who have the appropriate range of skills, knowledge, experience, independence and expertise that will best complement Board effectiveness; and
 - e. ensure that appropriate checks are undertaken before recommending the appointment of a new Director.
17. In addition, any candidate must confirm that they have the necessary time to devote to their Qantas Board position. In support of this confirmation, the candidate must provide the Committee with details of other commitments and an indication of time involved.
18. Directors are to inform the Chair prior to accepting any new appointment to any entity's board, or any other position with a significant time commitment attached.

Diversity Obligations

19. In addition to assisting the Board in ensuring that diversity is considered in the selection, appointment and re-election of Directors, the Committee, in consultation with the Remuneration Committee and Qantas Management (as appropriate) will oversee the

implementation and ongoing monitoring of the Qantas Group's diversity strategy, including:

- a. the establishment of measurable objectives for achieving diversity;
- b. the annual review and report to the Board on the diversity objectives and progress against those objectives;
- c. the annual public reporting, and monitoring through reports from Qantas Management, of diversity objectives; and
- d. Qantas Management's implementation of processes and procedures associated with the diversity strategy.

Induction and Continuing Development of Directors

20. The Committee should ensure each new Director undertakes an Induction Program which enables them to gain an understanding of:
 - a. the airline industry and the Qantas Group's operations;
 - b. the Qantas Group's financial, strategic, operational and risk management position;
 - c. the culture and values of the Qantas Group;
 - d. their rights, duties and responsibilities and those of Qantas Management;
 - e. Board and Committee Meeting arrangements, including the role of Board Committees; and
 - f. constructive and respectful relations between Board Members, and between the Board, Qantas Management and other Stakeholders.
21. The Committee will review:
 - a. the effectiveness of the Director Induction Program; and
 - b. that Directors have access to appropriate continuing professional development opportunities to maintain and enhance their skills and knowledge (including key developments in the Qantas Group and within the airline industry).

Committee Membership

22. When it is considered appropriate, the Committee is to review the composition of Committees and submit recommendations to the Board for changes to those Committees.

Chief Executive Officer Succession

23. The Committee will oversee the process for the succession of the Chief Executive Officer.

Other

24. The Committee will consider any other matters referred to the Committee by the Board.

Committee Performance

25. To determine whether it is functioning effectively, once each year the Committee shall:
 - a. review this Charter and;
 - b. undertake an evaluation of its performance.

Charter History

18 May 2005	Nominations Committee established. Chairman's Committee functions split and separate Nominations Committee and Remuneration Committee established.
16 April 2008	Revised Charter approved – reflects revised ASX Principles.
October 2009	Revised Charter approved – periodic review.
11 August 2010	Revised Charter approved – reflects revised ASX Principles.
23 August 2011	Revised Charter approved.
22 August 2012	Revised Charter approved.
27 August 2014	Revised Charter approved – reflects revised ASX Principles (3 rd Edition).
23 August 2016	Revised Charter approved
21 August 2019	Revised Charter approved – reflects revised ASX Principles (4 th Edition).