



SEEK Limited ACN 080 075 314

Nomination Committee Charter

1. Purpose of Charter

- 1.1 The Board Nomination Committee Charter sets out the membership, responsibilities, authority and operations of the Board Nomination Committee (the 'Committee') of SEEK Limited ('SEEK').

2. Authority

- 2.1 The Committee is appointed by the Board of Directors of SEEK (the 'Board') and is formed for the purpose of reviewing the selection and appointment practices of SEEK, and the processes for evaluating the performance of:

- the Board;
- the Board Committees; and
- Chief Executive Officer.

- 2.2 The Committee is responsible for the selection and recommendation to the Board of new Board members.

Independent Experts

- 2.3 The Committee is authorised to appoint any independent experts, including recruitment firms, to enable it to carry out its responsibilities.

Delegation of Authority to a Sub-Committee

- 2.4 The Committee may delegate authority to sub-committees comprised of one or more members of the Committee. Any such sub-committee shall have the full power and authority of the Committee, subject to the terms of its delegated authority.

3. Composition

Membership

- 3.1 The Committee will consist of:
- all non-executive Directors
 - have a majority of independent directors
 - have a minimum of three members.

Appointment

3.2 The Board may appoint, remove or replace the members of the Committee.

Chairman

3.3 The Chairman of the Committee:

- will be appointed by the Board;
- will be an independent director;
- may be the Chairman of the Board.

3.4 Should the Chairman be absent from a meeting and no acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

4. Meetings

Meetings other than in Person

4.1 Committee members may attend meetings in person or by electronic means.

Frequency of meetings and convening of meetings

4.2 Committee meetings will be held as required.

4.3 The Chairman will convene a Committee meeting on the request of any member of the Committee or on the request of the Chairman of the Board if he/she is not a member of the Committee.

Quorum

4.4 A quorum is present at a Committee meeting if at least 50% of the Directors who are Committee members entitled to vote on any matter to be considered at the meeting are present.

Election, re-election or removal of Directors

4.5 Committee members must not be present at any meetings and must not participate in any decision or vote on any resolution of the Committee in relation to their own election, re-election or removal from the position of Director.

Minutes

4.6 Minutes are to be kept of all meetings and circulated to the Board.

5. Attendance at meetings

5.1 Directors who are not members of the Committee, the CEO and other executives may attend meetings of the Committee at the invitation of the Committee Chairman.

-
- 5.2 Other members of management and/or parties external to SEEK may be invited to attend all or part of any meeting of the Committee.

6. Amendments to the Charter

- 6.1 This Charter may be amended by the Board of Directors.

7. Reporting and Assessment

- 7.1 The Chairman of the Committee will report to the Board as soon as practical after each meeting of the Committee on matters that should be brought to the attention of the Board. Any recommendations requiring Board approval and/or action and the Minutes of the Committee meetings will be presented to the Board.
- 7.2 This Charter is to be reviewed by the Board to ensure it remains consistent with the Board's objectives and responsibilities.

8. Duties and Responsibilities

Primary responsibilities

- 8.1 The Committee is responsible for:
- assessing and enhancing the necessary and desirable competencies of the Board and Chairman;
 - reviewing the size and composition of the Board, including succession plans to enable an appropriate balance of skills, experience and expertise to be maintained;
 - making recommendations to the Board on the appointment and removal of Directors;
 - developing and reviewing the process for the evaluation of the performance of the Board, the Chairman and individual Directors;
 - evaluating the performance of the Board, its Committees and Directors;
 - ensuring that there is an appropriate induction process in place for new Directors and reviewing its effectiveness;
 - reviewing the process for the selection and removal of Directors and assessing its effectiveness; and
 - ensuring there is a continuing education program for directors in respect to compliance and governance issues.