

# Nominations Committee Charter

## 1. Introduction

- 1.1. The Nominations Committee (**Committee**) has been established as a committee of the Board and delegated authority to carry out the responsibilities set out in this Charter.
- 1.2. This Charter sets out responsibilities of the Committee and how it will discharge its responsibilities.

## 2. Role

- 2.1. The role of the Committee is to support the Board to manage the recruitment, appointment, election and re-election of Non-Executive Directors (**NEDs**) and committee members including making recommendations on NED independence and conflicts of interest, for The Star Entertainment Group Limited (**The Star**) and its related bodies corporate (**The Star Group**).

## 3. Responsibilities

- 3.1. The Committee is responsible for the following.

3.1.1. <b>Recruitment, Election and Re-Election of NEDs</b>	<ul style="list-style-type: none"> <li>a. Reviewing the selection and suitability of potential Directors and committee members and current Directors standing for Election and Re-election.</li> <li>b. Reviewing the assessment of the current Board’s skills, experience and expertise performed by the Safer Gambling, Governance and Ethics Committee.</li> <li>c. Developing selection criteria for recruitment with reference to the Director Recruitment Policy.</li> <li>d. Receiving reports about outcomes from appropriate background checks and regulatory approvals for new and re-elected NEDs.</li> <li>e. Reviewing the policy and process for selection, recruitment, appointment and re-elections of NEDs.</li> </ul>
3.1.2. <b>NED Independence</b>	<ul style="list-style-type: none"> <li>a. Assisting the Board in assessing the independence of each NED.</li> <li>b. Reviewing and making recommendations to the Board about the policy and process for assessing the independence of NEDs.</li> </ul>
3.1.3. <b>NED Conflicts of Interest</b>	<ul style="list-style-type: none"> <li>a. Assisting the Board in assessing conflicts of interests as raised by each NED.</li> </ul>

	b. Reviewing and making recommendations to the Board about the policy and process for managing conflicts of interest.
3.1.4. <b>Other Nominations Responsibilities</b>	<p>a. Identifying and making recommendations to the Board regarding the necessary and desirable competencies of directors and committee members.</p> <p>b. Reviewing and making recommendations to the Board regarding the size of the Board so that the size encourages effective decision making,</p> <p>c. Co-ordinating with the Board to ensure that the Company meets its commitment to becoming a diverse and inclusive workplace.</p> <p>d. Reviewing nomination practices to promote recruitment from a diverse pool of NED candidates and against measurable objectives for achieving gender diversity on the Board.</p> <p>e. Reviewing the time to be committed by NEDs to properly fulfill their duties to The Star Group and whether NEDs are meeting these requirements.</p>

3.2. In performing its role and fulfilling its responsibilities, the Committee will have regard to The Star Group’s culture and suitability to hold licences to operate casinos in New South Wales and Queensland.

3.3. The Committee will also be responsible for any other matters delegated to the Committee by the Board from time to time.

## 4. Composition

4.1. The Committee will comprise at least three independent NEDs appointed by the Board.

4.2. The Committee chair (**Committee Chair**) is appointed by the Board and must be an independent NED who is not the Chairman of the Board (**Board Chairman**).

4.3. The Group Company Secretary of The Star (or their delegate) will act as secretary for the Committee (**Secretary**).

## 5. Meetings

5.1. The Committee will meet at least two times each year, and more frequently if required.

5.2. A quorum will constitute two Committee members.

5.3. Meetings may be held in person, by electronic means, or by a combination of both methods, as determined by the Committee Chair.

5.4. Except in circumstances where there is an urgent need for the Committee to meet, Committee members must be given at least seven days’ notice of scheduled meetings.

5.5. Each Committee meeting must have an agenda which, except in circumstances where an urgent meeting has been called, and the agenda is distributed along with the papers for each scheduled meeting to each director at least seven days prior to the scheduled meeting.

- 5.6. The Committee may invite any person (including employees and contractors of The Star and any advisers to The Star) to attend meetings at its discretion.
- 5.7. The following will have a standing invitation to Committee meetings:
  - 5.7.1. the CEO & MD;
  - 5.7.2. the Manager – The Star Sydney Casino, Special Manager – Treasury Brisbane, Special Manager – The Star Gold Coast Casino; and
  - 5.7.3. the Group Chief People Officer.
- 5.8. The draft minutes of each Committee meeting that have been approved by the Committee Chair will be circulated to the Committee for approval at the Committee meeting immediately following each Committee meeting.
- 5.9. The Secretary is responsible for retaining and maintaining all records of the Committee, including meeting papers and minutes.

## **6. Reporting and escalation of material matters**

- 6.1. All NEDs will have a standing invitation to, and may attend, all Committee meetings.
- 6.2. All NEDs will receive Committee papers (subject to any conflict of interest with any matter being considered by the Committee).
- 6.3. The Committee Chair must provide a verbal briefing about material matters considered by the Committee and will communicate any recommendations from the Committee to the Board at the Board meeting that is scheduled immediately following each Committee meeting.
- 6.4. The Committee Chair must formally escalate and report to The Star Board via the Board Chairman any matters determined by the Committee to have or which could have a material adverse impact on The Star or The Star Group within 24 hours of the Committee meeting at which the determination was made by the Committee.
- 6.5. The Committee will refer issues and matters to another Board committee if the issue / matter:
  - 6.5.1. falls within the mandate of another Board committee; or
  - 6.5.2. would be useful for another Board committee to be informed about or consider.

## **7. Access to information, personnel and resources**

- 7.1. The Committee will have access to any information (including company records), personnel and resources of The Star it requires to discharge its responsibilities.
- 7.2. The Committee has the right to seek information and ask any questions of Management, the internal auditor, the external auditor, and any other external / independent expert or adviser to enable the Committee to discharge its responsibilities.
- 7.3. Provided Committee members are not aware of any reasons not to do so, the Committee is entitled to rely on:
  - 7.3.1. any advice, information, and assurances provided by management about matters within their respective areas of expertise; and
  - 7.3.2. the expertise of external / independent advisers and experts.

## **8. Independent advice**

8.1. The Committee may, with the prior approval of the Board Chairman, seek independent professional advice at The Star's expense.

## **9. Performance review**

9.1. The performance of the Committee and its members will be reviewed and assessed as part of the Board's annual performance review, including an external review of the performance of the Committee every three years.

## **10. Review of Charter**

10.1. The Committee will review this Charter every year, and more often if required, and make recommendations for amending the Charter to the Board for approval.

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Approved on: 10 May 2024

Approved by: The Star Entertainment Group Limited Board

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