

Nomination Committee Charter

Tabcorp Holdings Limited

ACN 063 780 709

Adopted by the Board on 14 June 2019

Committee Charter

The Nomination Committee (“**Committee**”) is established under rule 90 of the Constitution of Tabcorp Holdings Limited (the “**Company**”).

1 Purpose

The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to the size and composition of the Board, reviewing Board performance and succession planning.

2 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a majority of independent directors;
- an independent Chairman; and
- a minimum of 3 members of the Board.

The Board will appoint the Chairman and members of the Committee. The Board Chairman may Chair the Committee, however, a separate Chair must be appointed if and when the Committee is dealing with the appointment of a successor to the Board Chairman.

The Board may appoint additional non-executive directors as members of the Committee or remove and replace members of the Committee. Members may withdraw from membership of the Committee by written notification to the Board. If a member ceases to be a director of the Board, that member ceases to be a member of the Committee.

The Board or Committee will periodically assess the Committee’s membership and performance.

The Company Secretary will be the Secretary of the Committee and must attend all Committee meetings as recording secretary unless otherwise determined by the Committee.

3 Role and Responsibilities

The responsibilities of the Committee are as follows:

Board and Committee Composition

- (a) Assist the Board to develop a board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.

- (b) Monitor, review and make recommendations to the Board regarding the size and composition of the Board and Committees to ensure that they are of an appropriate size and collectively have the skills, commitment and knowledge to enable them to discharge their duties effectively and to add value.

Selection, appointment and re-appointment of directors

- (c) Review and recommend to the Board a formal and transparent process for the nomination, selection and appointment of non-executive directors.
- (d) Make recommendations to the Board regarding the appointment and re-appointment of non-executive directors, including terms of appointment and the retirement by rotation of non-executive directors each year in accordance with the Constitution and ASX Listing Rules.
- (e) Monitor and review the time commitment required by non-executive directors to Board matters and whether directors are meeting that requirement.
- (f) Monitor, undertake an annual assessment of, and make recommendations to the Board as to, the independence of each director.

Performance and development

- (g) Make recommendations to the Board regarding the process for reviewing the performance of the Board, Committees, the Chairman and individual directors, including the engagement of external consultants.
- (h) Ensure that appropriate processes are in place to support director induction and regularly review the effectiveness of these processes.
- (i) Ensure that appropriate processes are in place to support director professional development to maintain the skills and knowledge required to perform their role effectively, and for directors to receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.

Succession planning

- (j) Review and make recommendations to the Board regarding Board succession plans, including the succession of the Chair and the CEO, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

Other matters

- (k) Consider any other relevant matters identified from time to time or requested by the Board.

4 Rights of access and authority

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee has rights of unrestricted access to management and rights to seek explanations and additional information from management.

The Committee may seek the advice of the Company's solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee

may require. As appropriate, the Committee will inform the Chairman of the Board of its decision to authorise such an investigation or obtain such external advice.

5 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

6 Reporting

It is intended that a report of the actions of the Committee or a copy of the minutes of the Committee meeting or both will be included in the Board papers for the next Board meeting following a meeting of the Committee.

The Committee Chairman will, if requested, provide a brief oral report at the next Board meeting as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information from members of the Committee.

7 Review

The Committee will, at least annually, review the Committee Charter and recommend any proposed amendments to the Board for approval.

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil the Committee's role. However, it is intended that the Committee will meet no less than bi-annually.

Quorum

A quorum of the Committee will comprise any two members.

Chairman

If the Chairman of the Committee is unable to attend a Committee meeting, the members present may appoint another member who is an independent director to act as Chairman at that meeting.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

Notice of Committee meetings will be given to every member of the Committee, as well as non-executive directors who are not members of the Committee and such directors may attend Committee meetings. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Non-committee members, including members of management, may attend all or part of any meetings of the Committee at the invitation of the Committee Chairman.

Agenda and meeting materials

The Company Secretary will prepare an agenda for each Committee meeting for review by the Committee Chairman. Any member may require an item of business to be included on the agenda provided the Committee Chairman and the Company Secretary have been given prior notice.

The agenda and meeting materials for each Committee meeting will be issued within a reasonable timeframe prior to that meeting to members and other attendees (as appropriate).

Circulating resolutions

The provisions of the Company's Constitution dealing with circulating resolutions apply to resolutions of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chairman, be confirmed at the next Committee meeting and signed by the Chairman. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any director.