AUSTRALIAN Clinicalabs

Nominations and Governance Committee Charter

Australian Clinical Labs Limited (ACN 645 711 128)
Adopted by the Board on 4th December 2025

Nominations and Governance Committee Charter

1. Role of the Committee and its authority

(a) The Nominations and Governance Committee (**NGC**) assists the board (**Board**) of Australian Clinical Labs Limited (ACN 645 711 128) (**ACL or Company**) in relation to Board composition and corporate governance policies to ensure that its practices are consistent with current corporate governance, legal and regulatory requirements, meet the aspirations of the Company to best practice corporate governance and align with shareholders' expectations.

(b) The NGC is empowered to investigate any matter, with full access to all books, records, company operations, and people of ACL and the authority to engage independent professional advisers as it determines necessary to carry out its duties.

(c) The NGC is a committee of the Board established in accordance with ACL's constitution (**Constitution**) and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2. Membership

(a) The membership of the NGC will comprise all non-executive directors and should include, where the composition of the Board permits, a majority of non-executive directors who are independent (and it must satisfy this description if required by statute or regulation).

(b) The Chair of the NGC will be the Chair of the Board. Should the Committee Chair be absent from a meeting, the Committee members who are present will appoint a Committee Chair for that particular meeting.

(c) The appointment and removal of NGC members is the responsibility of the Board.

(d) An NGC member may resign as a member of the NGC upon reasonable notice in writing to the NGC Chair.

(e) If an NGC member ceases to be a director of the Board, their appointment as a member of the NGC is automatically terminated with immediate effect.

(f) The company secretary of ACL is secretary to the NGC.

3. Meetings

(a) The NGC will meet at least quarterly in each financial year or more frequently as is required to undertake its role effectively.

(b) Any NGC member may, and the company secretary must upon request from any member, convene a meeting of the NGC.

(c) The Chair of the NGC may invite any executive director, executive, other staff member or external adviser to attend all or part of a meeting of the NGC as an observer and/or to participate in the meeting.

(d) Meeting papers will be circulated to NGC members no later than 5 business days prior to a meeting. Meeting papers will also be made available to all other directors of the Board.

(e) The proceedings of all meetings will be minuted by the company secretary. All minutes of the NGC are available for inspection by any director.

(f) A quorum for any meeting will be at least two NGC members.

4. Duties and responsibilities

The NGC's key responsibilities and functions are to assist the Board in discharging its responsibilities in respect of:

(a) Board composition, board performance and non-executive director recruitment, including:

(i) the appropriate size, composition and diversity of the Board;

(ii) the appropriate criteria (necessary and desirable skills, experience, personal qualities and all forms of diversity) for appointment of non-executive directors;

(iii) the development of a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board;

(iv) seeking assistance if required from professional intermediaries to identify and assess the suitability of Board candidates and ensuring that appropriate background and reference checks are undertaken in respect of each candidate;

(v) recommendations for the appointment and removal of non-executive directors (but noting that no non-executive director may participate in any recommendation concerning their own removal);

(vi) the terms and conditions of appointment to and retirement from the Board;

(vii) ensuring that an effective induction process is in place for newly appointed non-executive directors (including, where appropriate, training on key accounting matters and on the responsibilities of non-executive directors in relation to ACL's financial statements) and review of those induction procedures;

(viii) regularly assessing whether the non-executive directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;

(ix) assessing the time non-executive directors are expected to devote to ACL's affairs and whether directors are meeting that requirement; and

(x) the evaluation of the performance of the Board and the non-executive directors at least annually (but noting that no NGC member may participate in a review of their own individual performance); and

(xi) review of development and succession plans for the Chair of the Board and non-executive directors;

(b) remuneration of non-executive directors, including:

(i) evaluating and approving the remuneration arrangements for non-executive directors;

(ii) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool; and

(iii) engagement of external remuneration consultants in respect of non-executive director remuneration.

(c) approve policies for appointments of directors (executive or non-executive) to the boards of subsidiaries of ACL;

(d) review and if appropriate recommend to the Board the re-election of any non-executive director by shareholders under the retirement by rotation provisions of the Constitution or any non-executive director who must otherwise stand for re-election (but noting that no non-executive director may participate in any recommendation concerning their re-election);

(e) review and monitor ACL's corporate governance frameworks, principles and policies to ensure compliance with corporate governance standards and having regard to ACL's aspirations to excellence in corporate governance;

(f) review and recommend the Corporate Governance Statement and other corporate governance policies or disclosures to the Board for approval.

5. Reporting

(a) The NGC will:

(i) regularly report to the Board on all matters relevant to the NGC's role and responsibilities;

(ii) advise the Board in a timely manner of any corporate governance matter which may significantly impact upon ACL;

(iii) report and, as appropriate, make recommendations to the Board after each NGC meeting on matters dealt with by the NGC; and

(iv) as and when appropriate, seek direction and guidance from the Board on audit, sustainability, financial, risk and compliance matters.

(b) Minutes of NGC meetings will be included in the papers for the next full Board meeting.

6. Review and changes to this Charter

(a) The NGC will review this Charter annually or as often as it considers necessary.

(b) The Board may change this Charter (including the responsibilities of the NGC) from time to time by resolution.

7. Committee performance

(a) The Board will, at least once in each year, review the membership of the NGC to determine its adequacy for current circumstances and the NGC may make recommendations to the Board in relation to the NGC's membership, responsibilities, functions or otherwise.

(b) The NGC shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

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