



SEEK Limited ACN 080 075 314

Nomination Committee Charter

October 2016

1. Purpose

The Nomination Committee (“Committee”) is formed for the purpose of reviewing the selection and appointment practices of SEEK Limited (“SEEK”), and the processes for evaluating the performance of:

- the SEEK Board (“the Board”);
- the Board Committees; and
- Chief Executive Officer (“CEO”).

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

The duties and responsibilities of the Committee to fulfil this purpose are described in this Charter.

2. Composition

2.1 Membership

- a) The Committee will consist of:
- non-executive directors;
 - a majority of independent directors, and
 - a minimum of three members.

The members will be appointed by the Board.

- b) If a member ceases to be a director of the Board, that member ceases to be a member of the Committee.

2.2 Chair

- a) The Chair of the Committee:
- will be appointed by the Board;
 - will be an independent director, and
 - may be the Chair of the Board.
- b) If the Chair of the Committee is unable to attend a Committee meeting, the Chair, or the members present, will appoint another member who is an independent director to act as Chair at that meeting.

3. Meetings

3.1 Meetings other than in Person

Committee members may attend meetings in person or by electronic means. Decisions may be made by circular or written resolution. A circular or written resolution signed by a majority of all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression “written” includes fax or other electronic means.

3.2 Frequency of meetings and convening of meetings

- a) Committee meetings will be held as required.
- b) Additional Committee meetings may be convened as the Chair of the Committee considers necessary, taking in to account requests from any member.

3.3 Quorum

A quorum of the Committee will comprise any two members.

3.4 Election, re-election or removal of directors

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.

4. Secretary

The Company Secretary will be the Secretary of the Committee.

5. Minutes

- a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair of the Committee in draft and circulated to all members.
- b) The minutes of a Committee meeting will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

6. Attendance at meetings

- a) Directors who are not members of the Committee, the CEO and other executives may attend meetings of the Committee at the invitation of the Chair of the Committee.
- b) Other members of management and/or parties external to SEEK may be invited to attend all or part of any meeting of the Committee, as the Chair of the Committee thinks fit.

7. Reporting and Access

- a) The Chair 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 will be presented to the Board.

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- b) The Committee has authority to conduct or direct investigations in to any matters within its Charter. The Committee is entitled to obtain external independent legal or professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its duties. As appropriate the Chair of the Committee will inform the Chair of the Board, the CEO, the Chief Financial Officer and the Company Secretary of its decision to authorize such an investigation or obtain such external advice.
- c) The Committee will have access to management for the purpose of seeking explanations and additional information from management.

8. Duties and Responsibilities

The Committee is responsible for:

- assessing and enhancing the necessary and desirable competencies of the Board and Chair;
- 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 Chair 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 that there is a continuing education program for directors in respect of compliance and governance issues.