

## Nominations & Governance Committee Charter

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## 1 ROLE

### 1.1 The Role of the Committee

The Nominations & Governance Committee (**Committee**) will:

- (a) assist the Board to review Board composition, performance and succession planning, including without limitation, identifying, evaluating and recommending of candidates for the Board;
- (b) reviewing and recommending to the Board the Company's corporate governance policies; and
- (c) assist the Board in discharging its responsibilities on matters relating to the Company's corporate governance policies and practices.

## 2 DUTIES

### 2.1 The Duties of the Committee

The duties of the Committee include:

- (a) reviewing the size and composition of the Board, including succession plans, to enable an appropriate mix of skills, experience, expertise and diversity to be maintained;
- (b) identifying and evaluating Board candidates and recommending to the Board individuals for Board appointment/shareholder election;
- (c) developing the appropriate process for evaluation of the performance of the Board and its committees, each non-executive Director and the Chairman;
- (d) reviewing and recommending to the Board the Company's corporate governance policies;
- (e) monitoring and advising the Board of significant developments in applicable corporate governance laws, regulations and practices; and
- (f) reviewing and recommending to the Board the Company's annual Corporate Governance Statement and other corporate governance disclosures.

## 3 COMPOSITION OF THE COMMITTEE

### 3.1 Composition

The Committee shall be appointed by the Board and shall be composed of:

- (a) only non-executive Directors;
- (b) at least three members, the majority of whom are independent; and
- (c) a Chairman, also appointed by the Board, who is one of those independent non-executive Directors.

## **4 MEETINGS**

### **4.1 Committee meetings**

The Committee will meet at least twice each year, and at such additional times as the Chairman of the Committee shall decide in order to fulfil its duties.

### **4.2 Agenda**

An agenda and any supporting documentation will be circulated to members of the Committee in advance of each meeting. The Chairman of the Committee will report the deliberations of each meeting of the Committee to the subsequent Board meeting. Where practicable, copies of agreed minutes of the Committee will be circulated to all Directors.

### **4.3 Company Secretary**

The Company Secretary will be responsible for keeping minutes of the meetings together with copies of all materials put before the Committee.

### **4.4 Quorum**

The quorum for a meeting of the Committee will be a majority of the members.

### **4.5 Attendance**

In addition to the members of the Committee, any other Directors wishing to be present are entitled to attend Committee meetings.

The Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular the Committee may meet with external advisers, any executive or other employee, any other non-executive Director, and may do so with or without management present.

## **5 AUTHORITY**

### **5.1 Authority of the Committee**

The Committee is authorised:

- (a) to seek any information it requires in order to perform its duties, from any employee of the Company; and
- (b) to obtain, at the Company's expense, external legal or other professional advice on any matter within its charter.

In making approaches to candidates for the Board, the Committee will give due consideration to the appointment of external professional consultants to identify and initially screen candidates based on a set of criteria developed by the Committee as appropriate for the needs of the Board.

## **6 REVIEW**

### **6.1 Review of this Charter**

The Committee's Charter will be reviewed regularly and updated as required.

*Revised by the Woodside Petroleum Ltd Board on 6 December 2019.*