

CSL Limited

Charter of Nomination Committee

1. Formation

The Board has resolved to establish a Nomination Committee (**Committee**) and has delegated to it the responsibilities set out in this Charter.

2. Membership

The Committee shall consist of all independent Directors of the Board.

3. Chairperson

The Chairperson of the Board shall be Chairperson of the Committee. In the absence of the Chairperson, the remaining members present may elect one of their number to chair the meeting.

4. Meetings

4.1 Quorum

The quorum required for a meeting of the Committee is three non-executive Directors.

4.2 Frequency of meetings

The Committee will meet at appropriate times:

- (a) to consider its recommendations to the board as to re-election of directors on 'retirement by rotation'; and
- (b) to conduct an annual review of Board and management performance; and
- (c) at any other time as required by the Committee Chairperson.

4.3 Calling of meetings

Meetings of the Committee will be convened by the secretary of the Committee at the request of the Committee Chairperson.

4.4 Secretary

The Company Secretary or his or her nominee will act as the secretary of the Committee unless otherwise determined by the Committee.

4.5 Minutes

The secretary will prepare minutes of the proceedings and resolutions of all Committee meetings, including the names of those present. A copy of the minutes, as approved by the Committee Chairperson, will be distributed to all members of the CSL Board.

4.6 Attendance by executives

The Committee may invite members of the executive management group to attend its meetings to assist the Committee in fulfilling its responsibilities.

5. Responsibilities

The Committee has responsibility for:

- (a) establishing a formal and transparent procedure for the selection and appointment of new directors to the Board;
- (b) regularly assessing the necessary and desirable competencies of Board members and making recommendations to the Board as to any adjustments that are found to be necessary;
- (c) regularly reviewing the Board's membership succession plans to ensure an appropriate mix of skills, experience, expertise and diversity is maintained on the Board;
- (d) establishing procedures for conducting an annual evaluation of the performance of;
 - (i) the Board;
 - (ii) individual directors
 - (iii) the Board Committees.
- (e) conducting performance evaluations of the Board, directors and the Board Committees, and reporting the findings of all performance evaluations to the Board;
- (f) making recommendations for the appointment and removal of directors, including recommending or declining to recommend the re-election by shareholders of any director;
- (g) making recommendations to the Board as to the membership of Board Committees;
- (h) regularly reviewing the time commitment required from a non-executive director and whether non-executive directors are meeting this requirement; and
- (i) ensuring that all non-executive directors:
 - (i) specifically acknowledge to the Company prior to being submitted for election that they will have sufficient time to meet what is expected of them; and

- (ii) inform the Chairperson of the Board before accepting any new appointments.

6. Authority

The Committee is authorised by the Board to:

- (a) obtain any information it requires from any employee of the Company or any subsidiary of the Company; and
- (b) obtain or retain any independent professional advice it considers necessary.

7. Authority

This Charter is to be reviewed by the Committee at three year intervals or at such shorter intervals as the Committee or the Board determines.

This document represents the Charter of the Committee as adopted by the Board as at 12 August 2014.