Nomination Committee Charter

SUNCORP

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Introduction

This is the Charter of the Board Nomination Committee. The Board Nomination Committee, appointed by the Board of the Company specified in Item 1 of the Schedule also operates as the Board Nomination Committee for the Group, and performs the functions outlined in this Charter, for each of the entities (if any) specified in Item 2 of the Schedule.

The purpose of the Board Nomination Committee is to assist the Board in matters relating to Board & Board Committee succession planning, composition, performance evaluation, and associated policies and processes.

Definitions

The following terms have the following meanings:

"**Board**" means the board of the Company and the board of each of the entities specified in Item 2 of the Schedule, except for those entities which have appointed their own nomination committee or adopted their own nomination committee charter.

"**Board Nomination Committee**" means the nomination committee of the Group.

"**Board Renewal Policy**" means the policy set out in Part B of the Schedule to the Board Charter.

"**Board Skills Matrix**" means the collection of skills, knowledge, experience and capabilities desired of the Board to enable it to meet both the current and future challenges of the Suncorp Group, disclosed annually in the Suncorp Group Corporate Governance Statement and available on the Company's website.

"**Company**" means the company specified in Item 1 of the Schedule.

"**Company Secretary**" means the company secretary of the Company and of the entities (if any) specified in Item 2 of the Schedule.

"**Group**" means the Company and the entities (if any) specified in Item 2 of the Schedule.

"**Suncorp Group**" means the Suncorp Group Limited group of companies.

Role

The role of the Board Nomination Committee is to make recommendations to the Board to achieve the optimal composition of the Board and Board committees.

Composition

The Board Nomination Committee will be appointed by the Board and shall comprise not less than three directors. All members of the Board Nomination Committee must be non-executive directors**,** and a majority of members must be independent.

Executive Directors are not members of the Board Nomination Committee; however, they may participate in discussions on matters considered by the Board Nomination Committee by invitation of the Board Nomination Committee Chairman.

Chairman

The Chairman of the Board shall be the Chairman of the Board Nomination Committee. The Board Nomination Committee Chairman and Board Nomination Committee membership will be confirmed annually.

Administrative matters and procedures

Meetings shall be held at a frequency determined by the Board Nomination Committee. Special meetings may be convened by the Board Nomination Committee Chairman as required.

Non-executive Directors of the Board who are not Board Nomination Committee members may attend meetings of the Board Nomination Committee as observers and receive copies of papers.

Executive Directors may attend Board Nomination Committee meetings and participate in discussions on matters considered by the Board Nomination Committee at the invitation of the Board Nomination Committee Chairman.

A quorum of any meeting will be two members or such other number determined by the Board. The agenda and supporting documentation shall be circulated to the Board Nomination Committee members at a reasonable period in advance of each meeting.

The secretary of the Board Nomination Committee shall be the Company Secretary, or such other person as nominated by the Board. The secretary of the Board Nomination Committee shall circulate minutes to members of the Board Nomination Committee and the Board as soon as practicable after each meeting.

Reporting

The Board Nomination Committee shall update the Board in relation to Board Nomination Committee activities and make appropriate recommendations. The Board Nomination Committee shall regularly review this Charter and its continuing adequacy.

Specifically, reporting by the Board Nomination Committee will include:

— recommending the Board's composition;

— recommending candidates for appointment or election as non-executive director;

— report to the Board on the activities of the Board Nomination Committee.

Duties and Responsibilities

Board composition

— Periodically review the Board Skills Matrix to ensure that it remains adequate.

— Review and recommend to the Board the size and composition of the Board, having regard to the Board Skills Matrix, Board Renewal Policy and the Board objectives in relation to size and skills of the Board.

— Assess the necessary and desirable competencies and skills of Board members, including specific attributes or skills that the Board Nomination Committee believes are necessary for one or more of the Directors to possess, having regard to the Board Renewal Policy and Board Skills Matrix.

Board succession planning

— Develop and implement succession planning for non-executive directors, having regard to the Board Renewal Policy and Board Skills Matrix.

— Periodically review the Board Renewal Policy to ensure that it remains adequate.

Board appointments, induction and education

— Periodically review non-executive director appointment criteria when vacancies arise.

— Consider candidates for appointment as non-executive directors, having regard to the Board Renewal Policy, Board Skills Matrix and how the candidate's attributes will complement existing diversity, attributes and skills on the Board.

— Identify and make recommendations to the Board for the appointment of non-executive directors.

— Make a recommendation to the Board in relation to the re-election of a Director under the retirement by rotation provisions, based on the annual Board review, which includes the Board Renewal Policy and assessments of individual Director performance.

— Ensure that processes are in place to support director induction and continuing education and regularly review the effectiveness of these processes to keep Directors up to date and enhance Directors' knowledge and skills.

Board performance

— Ensure that processes are in place to support the annual evaluation of the Board, Board committees and individual non-executive Director performance and effectiveness.

Committee composition

— Periodically review, and make recommendations to the Board, on the composition of Board committees.

Schedule: Nomination Committee Charter

Item 1: Name of Company

Suncorp Group Limited

Item 2: Application of Charter

This Charter applies to Suncorp Group Limited and to other APRA-regulated entities within the Suncorp Group as determined from time to time.