

Nomination Committee Charter

1. Background

The Boards of Transurban Holdings Limited (**THL**), Transurban International Limited (**TIL**) and Transurban Infrastructure Management Limited (**TIML**), as responsible entity of Transurban Holding Trust, (together, **Transurban**) have established a Nomination Committee (**Committee**).

The Boards of THL, TIML and TIL have common directors and meet concurrently. They are collectively referred to as the “Board” for the purpose of this Charter.

2. Purpose

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to the composition and performance of the Board, Board appointments, and succession planning.

The duties and responsibilities of the Committee to fulfil this purpose are described in clause 5.

3. Composition

The Committee will have at least three members. The members will be appointed by the Board.

Each member will be a non-executive director of the Board. A majority of the members will be independent directors.

The Board will appoint the Chair of the Committee from amongst the independent directors.

4. Administrative matters

4.1 Meetings

The Committee will meet as often as the members deem necessary in order to fulfil their role, although it is intended that the Committee meet at least two times each year.

Additional Committee meetings may be convened as the Chair of the Committee considers necessary, taking into account requests from any member or the Chief Executive Officer (**CEO**).

A quorum of the Committee will comprise any two members.

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.

Members may attend Committee meetings in person or participate by other electronic means. Committee decisions may be made by circular or written resolution.

4.2 Attendance

Notice of Committee meetings will be provided to non-executive directors of the Board who are not members and such directors may attend Committee meetings.

Notice of Committee meetings will also be provided to the CEO, who may attend meetings as requested. Other members of management and advisers may be invited to attend meetings, as the Chair of the Committee thinks fit.

If a Committee member or an attendee has a material personal interest in a matter that is being considered at a Committee meeting, that person must not be present for consideration of, or take any part in decision making on, that matter.

4.3 Secretary

The Company Secretary (or nominee) will be the Secretary of the Committee (**Secretary**).

4.4 Agenda and documentation

The agenda for each Committee meeting is determined by the Chair of the Committee, in consultation with the Secretary.

Any member may require business to be included on the agenda provided the Chair of the Committee and the Secretary have been given prior notice.

The agenda and supporting documentation for each Committee meeting will be circulated within a reasonable time prior to that meeting to members and the CEO.

4.5 Minutes

Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair of the Committee in draft and circulated to all members.

The minutes will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

4.6 Reporting to the Board

The minutes of each Committee meeting will be provided to all directors of the Board.

The Chair of the Committee will, if requested at the next Board meeting after a Committee meeting, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

4.7 Authority and access

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

The Committee does not have any executive powers to commit the Board or management to the implementation of its recommendations, except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision making.

The Committee will have unrestricted access to management. The Committee will also have rights to seek explanations and additional information from management.

The Committee has authority to conduct or direct investigations into any matters within its terms of reference. The Committee is entitled to obtain external, independent 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 Committee will inform the Chair of the Board, the CEO and the Company Secretary of its decision to authorise such an investigation or obtain such external advice.

5. Duties and responsibilities

The duties and responsibilities of the Committee (and their scope) are as follows:

5.1 Composition of the Board

- monitor, review and make recommendations on matters relating to the size and composition of the Board.
- assess the appropriate balance of skills, knowledge, experience, independence and diversity required on the Board and the extent to which balance is achieved.
- review and address strategies on Board gender diversity and diversity in general.

5.2 Selection, appointment and re-election of directors

- establish a formal and transparent procedure for the nomination, selection, appointment and re-election of non-executive directors, including undertaking appropriate checks.
- make recommendations regarding the appointment and re-election of non-executive directors.
- monitor, review and make recommendations regarding non-executive director tenure.
- monitor and review the process for the induction of new non-executive directors, and any professional development program for existing non-executive directors.
- monitor and review the time commitment required by non-executive directors to Board matters having regard to director commitments to Transurban and others.
- monitor and undertake an annual assessment of, and make recommendations regarding, the independence of each director.

5.3 Performance evaluation

- make recommendations regarding the process for the annual review of the performance of individual directors, the Board as a whole and the operation of Board Committees, including (where appropriate) the engagement of external consultants.

5.4 Succession planning

- make recommendations regarding Board succession, including the succession of the Chair and the CEO.
- as it relates to the above, review Senior Executive and key staff succession.

5.5 Other matters

- review and make recommendations on matters relating to the North American Advisory Board, including size and composition of the Board and the appointment of members.
- consider and review the report of the Committee's composition, authority, responsibilities and discharge of those responsibilities for inclusion in Transurban's corporate reporting.
- review other relevant matters identified from time to time, or as requested by the Board.

6. Review

Once each year the Committee will undertake an evaluation of its performance and effectiveness, and review this Charter to determine its adequacy for current circumstances, and make recommendations to the Board. When it is considered appropriate, the Committee will review its membership and make recommendations to the Board.