

Nominations Committee Charter

1 Purpose

The Nominations Committee (the **Committee**) is a committee of the DuluxGroup Limited (**DuluxGroup**) Board created to advise and assist the Board in the effective discharge of its responsibilities for:

- (a) Board composition and succession including nomination of non-executive directors to the Board; and
- (b) Board performance including performance reviews.

2 Membership

- 2.1 The Committee will consist of at least 3 directors, be chaired by the chairman of the Board who is also an independent director, and consist of a majority of independent directors.
- 2.2 The Chairman, members and term of appointment of each member shall be determined by the Board. Any non-executive Directors who are not members may also attend meetings of the Committee.
- 2.3 The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.
- 2.4 The Secretary to the Board will be the Secretary to the Committee.

3 Meetings

- 3.1 The Committee meets at least two times annually or more frequently as required.
- 3.2 The Chairman or the Secretary may call a meeting and the Secretary must prepare an agenda to be circulated to each Committee member and other executives and persons invited to attend prior to each Committee meeting.
- 3.3 Two non-executive Directors shall constitute a quorum.
- 3.4 Senior executives may attend by invitation.
- 3.5 The Chairman of the Committee will report to the Board following each Committee meeting and annually report back against the Committee's objectives and activities.

4 Responsibilities

The Committee has no delegated authority, but will make recommendations to the Board on the following matters (amongst other things):

- 4.1 Board composition and succession
 - (a) reviewing the size and composition of the Board including the mix of executive and non-executive directors;

- (b) assisting the Board to determine the skills, experience and expertise required on the Board, assessing the extent to which the required skills are represented and reviewing the Board skills matrix;
- (c) approving the selection criteria for nomination of candidates of non-executive directors and making recommendations for the re-election of directors;
- (d) considering the time commitment and contribution required of non-executive directors; and
- (e) reviewing succession plans for the Board to maintain an appropriate balance of skills, experience and expertise on the Board.

4.2 New directors

- (a) considering nominations of individuals qualified to become Board members;
- (b) reviewing appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director;
- (c) reviewing the terms and conditions on which non-executive directors are appointed and hold office and ensuring a letter of appointment is entered into with each director setting out the terms of their appointment;
- (d) approving induction programs for the Board; and
- (e) assisting the Board with providing security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

4.3 Board committees

Nominating directors qualified to fill vacancies on Board Committees, having regard to such factors as the Committee considers appropriate, including the Charter of the particular Board Committee, the director's experience and the qualifications and experience of the other Committee members.

4.4 Performance and development

- (a) approving the methodology and procedures for evaluating the performance of the Board, its Committees and each director; and
- (b) considering ongoing professional development opportunities for the Board so that they may perform their role as directors effectively.

5 Authority

5.1 In carrying out its duties, the Committee shall have the authority to discuss directly with management and any relevant advisers any issue within its remit and to request reports, explanations and information of any of the activities, procedures or accounts of DuluxGroup.

5.2 The Committee is authorised by the Board to obtain outside legal or other professional advice if it considers this necessary.

5.3 The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

6 Review and changes to this charter

6.1 The Committee will review this charter annually or as often as it considers necessary.

6.2 The Board may change this charter from time to time by resolution.

7 Approved and adopted

This charter was approved by the DuluxGroup Limited Board on 13 November 2018.