



**Group Corporate Governance
and Nomination Committee
Charter**



Group Corporate Governance and Nomination Committee Charter

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1. Scope

The Group Corporate Governance and Nomination Committee appointed by the Board of Directors of MyState Limited also operates as the Corporate Governance and Nomination Committee and performs the functions outlined in this charter, for each of the following entities that have operations that require oversight by the Corporate Governance and Nomination Committee.

- MyState Financial limited
- Tasmanian Perpetual Trustees Limited
- Connect Asset Management Pty Ltd
- Conquest Securities Pty Ltd
- MyState Financial Community Foundation Pty Ltd
- The Gourmet Club Pty Ltd
- Other wholly owned subsidiaries or controlled entities as required from time to time.

The reference to the Board in the Charter means the Board of MYS and/or the Board of each entity referred to above.

2. Objectives

The role of the Corporate Governance and Nomination Committee is to strengthen the governance framework of the business through:

- ensuring the company has appropriate corporate governance policies and practices;
- an ongoing assessment of the composition and effectiveness of the Board as a whole (including Board diversity);
- the establishment of a formal process for the selection and appointment of non-executive Directors; and
- issuing an annual corporate governance statement

3. Responsibilities

The responsibilities of the Committee are to:

- Consider and make recommendations to the Board concerning Governance policies in light of best practice, regulatory developments and the needs of the company including policies for continuous disclosure and dealings in securities;
- Consider and make recommendations to the Board concerning the corporate governance statement for inclusion in the Company's Annual Report in accordance with ASX Listing Rules;
- Develop and recommend to the Board effective processes for reviewing and assessing the performance of:
 - the Board as a whole,
 - Board Committees,
 - the Chairperson and each of the Directors.
- Continuously review the proportion of women at all levels of the Company. Formulate strategies on Board gender diversity and diversity in general (which includes age, ethnicity, culture and religion) and to recommend to the Board appropriate policies and strategies to address Board diversity and to monitor the implementation of those policies;
- Ensure that the size, composition and skills of the Board are appropriate to meet the needs of the Company;
- Advise the Board on succession planning for Board positions, including the succession of the Chairman and specific nominations for directorship appointments, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- Making recommendations to the Board regarding the Group's policy in relation to Board diversity and strategies to address Board diversity;
- Ensure that an effective induction process is in place for new directors, for both company responsibilities and off-balance sheet responsibilities and to regularly review the effectiveness of the induction process;
- Ensure that reporting disclosures in relation to nomination and Board performance meet the Board's disclosure objectives and all relevant statutory, regulatory and good corporate governance requirements; and,
- Undertake such other responsibilities as the Board directs.

4. Board Committee Standing Procedures

Refer attached.