fisherfunds

Fisher Funds

Nominations Committee Charter

November 2026



1. CONSTITUTION

The Nominations Committee (Committee) has been established by the Boards of Fisher Funds Management Limited (FFML) and its Related Companies (Fisher Funds).

References to the 'Board' and to 'Directors' shall mean the Board and Directors of FFML and/or any of its Related Companies as the context requires.

'Related Company' means any related company of Fisher Funds as defined in the Companies Act 1993, except that 'company' when used in that definition shall also mean any limited partnership as defined in the Limited Partnerships Act 2008.

2. OBJECTIVES

The Shareholders' Agreement between FFML TopCo Limited, Toi Foundation Investments Limited and TA FF Holdco Limited provides that the Directors of Fisher Funds may only be appointed, removed or replaced by the shareholders of FFML TopCo Limited, in accordance with its terms.

Subject to the Shareholders' Agreement, the objective of the Committee is to advise the Board regarding evaluation of each Director's and the Board's performance and to facilitate liaison between the Board and the shareholders to support selection of Directors who are best able to discharge the responsibilities of Directors having regard to the law and best practice governance standards while achieving an appropriate balance of skills, knowledge, experience and diversity on the Board.

3. MEMBERSHIP

Members of the Committee shall comprise Directors appointed by the Board of FFML.

The number of members of the Committee shall be not less than three.

The Chair of the Board of FFML shall be the Chair of the Committee.

4. SECRETARIAL AND MEETINGS

The secretary of the Committee shall be appointed by the Board of Fisher Funds.

A quorum of members of the Committee shall be three.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

Meetings shall be held at least once per year and at other times the Committee deems necessary. The proceedings of all meetings shall be minuted.

5. RESPONSIBILITIES

Subject to the Shareholder's Agreement, the responsibilities of the Committee are to review and make recommendations to the Board in respect of:

a) assessing the skills, competencies and experience required on the Board;

b) from time to time assessing the extent to which the required skills, competencies and experience are represented on the Board;

c) tracking and reporting the tenure of individual Directors on the Board;

d) establishing processes for the review of the performance of individual Directors and the Board as a whole; and

e) establishing processes to ensure that Directors remain fit and proper persons to be members of the Board and that their conduct is consistent with Board and regulatory expectations.

6. AUTHORITY

The Committee is authorised by the Board to obtain, at the reasonable expense of the Fisher Funds, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the FFML or the Related Company, as the case may be, of outside parties with relevant experience and expertise if it considers this necessary.

7. REVIEW OF THE COMMITTEE

The Committee shall undertake an annual self-review of its objectives and responsibilities.

Such objectives, responsibilities and the charter shall also be reviewed by the Board and any other person the Board considers appropriate.

8. REVIEW OF CHARTER

This Charter will be reviewed annually or more frequently if required.

9. REPORTING PROCEDURES

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to the Board.

The minutes of all Committee meetings shall be circulated to members of the Board.