

Nominations Committee Charter

1. Introduction

- 1.1. The Nominations Committee (**Committee**) has been established as a committee of the Board of The Star Entertainment Group Limited (**TSEG or The Star**) and has delegated authority to carry out the responsibilities set out in this Charter.
- 1.2. This Charter sets out the responsibilities of the Committee and how it will discharge its responsibilities.

2. Role

- 2.1. The role of the Committee is to support the TSEG Board (**Board**) to manage the recruitment, appointment, election and re-election of Non-Executive Directors (**NEDs**) to The Star’s Board and the boards of the subsidiary companies that operate the Company’s integrated resorts including casinos in each of Sydney, Gold Coast and Brisbane (**Property Boards**), and members of committees and governance forums of The Star, the Property Boards and its related bodies corporate (**The Star Group**), including making recommendations on NED independence and Director conflicts of interest.

3. Responsibilities

- 3.1. The Committee is responsible for the following.

<p>3.1.1 Skills assessment Board composition and succession planning</p>	<ul style="list-style-type: none"> a. Reviewing and assessing the skills, experience, expertise and diversity of the Board of The Star and Property Boards (including through, amongst other things, a board skills matrix). b. Reviewing the time committed by Directors to properly fulfil their duties to The Star Group and whether Directors are meeting those requirements. c. Reviewing and making recommendations to the Board regarding the size of the Board with a view to achieving effective decision making. d. Developing and making recommendations to the Board in respect of succession planning for the Board, the Property Boards and other governance forums of The Star Group, in light of the reviews described above.
<p>3.1.2. Recruitment, election and re-Election</p>	<ul style="list-style-type: none"> a. Reviewing the selection and suitability of Directors and committee members and members of governance forums for The Star and other entities in The Star Group, including potential new candidates standing for election and current appointees standing for re-election.

	<p>c. Developing selection criteria for recruitment with reference to the Director Recruitment Policy.</p> <p>d. Receiving reports about outcomes from appropriate background checks and regulatory approvals for new and re-elected NEDs.</p> <p>e. Reviewing the policy and process for selection, recruitment, appointment and re-elections of NEDs.</p>
3.1.3. NED independence	<p>a. Assisting the Board in assessing the independence of each NED.</p> <p>b. Reviewing and making recommendations to the Board about the policy and process for assessing the independence of NEDs.</p>
3.1.4. Conflicts of interest	<p>a. Assisting the Board in assessing any actual, potential or perceived conflicts of interests in relation to a Director which may arise from time to time.</p> <p>b. Reviewing and making recommendations to the Board about the policy and process for managing conflicts of interest.</p>

- 3.2. In performing its role and fulfilling its responsibilities, the Committee will have regard to The Star Group’s culture and suitability to hold licences to operate casinos in New South Wales and Queensland insofar as those matters relate to the Committee's role and responsibilities.
- 3.3. The Committee will also be responsible for any other matters delegated to the Committee by the Board from time to time.

4. Composition

- 4.1. The Committee will comprise at least two directors appointed by the Board.
- 4.2. The Committee chair (**Committee Chair**) is appointed by the Board.
- 4.3. The Group Company Secretary of The Star (or their delegate) will act as secretary for the Committee (**Secretary**).

5. Meetings

- 5.1. The Committee will meet at least two times each year, and more frequently if required.
- 5.2. A quorum will constitute two Committee members.
- 5.3. Meetings may be held in person, by electronic means, or by a combination of both methods, as determined by the Committee Chair.
- 5.4. Except in circumstances where there is an urgent need for the Committee to meet, Committee members must be given at least seven days’ notice of scheduled meetings.
- 5.5. Each Committee meeting must have an agenda which, except in circumstances where an urgent meeting has been called, is distributed along with the papers for each scheduled meeting to each director at least seven days prior to the scheduled meeting.

- 5.6. The Committee may invite any person (including persons proposed for appointment to the Board who have been invited to be Board observers, employees and contractors of, and any advisers to, TSEG or any of its related bodies corporate) to attend meetings at its discretion.
- 5.7. The following will have a standing invitation to Committee meetings:
 - 5.7.1. the Group Chief Executive Officer & Managing Director (**CEO & MD**); and
 - 5.7.2. if there are such appointments, the Manager – The Star Sydney Casino, and the Special Manager – The Star Gold Coast Casino.
- 5.8. The draft minutes of each Committee meeting that have been approved by the Committee Chair will be circulated to the Committee for approval at the Committee meeting immediately following each Committee meeting.
- 5.9. The Secretary is responsible for retaining and maintaining all records of the Committee, including meeting papers and minutes.

6. Reporting and escalation of material matters

- 6.1. All directors of TSEG (and any person proposed for appointment to the Board who has been invited to be a Board observer) will have a standing invitation to, and may attend, all Committee meetings.
- 6.2. All directors of TSEG (and any person proposed for appointment to the Board who has been invited to be a Board observer) will receive Committee papers (subject to any conflict of interest with any matter being considered by the Committee).
- 6.3. The Committee Chair must provide a verbal briefing about material matters considered by the Committee and will communicate any recommendations from the Committee to the Board at the Board meeting that is scheduled following each Committee meeting.
- 6.4. The Committee Chair must formally escalate and report to the TSEG Board via the TSEG Board Chair any matters determined by the Committee to have or which could have a material adverse impact on TSEG or The Star Group within 24 hours of the Committee meeting at which the determination was made by the Committee.
- 6.5. The Committee will refer issues and matters to another Board committee if the issue / matter:
 - 6.5.1. falls within the mandate of another Board committee; or
 - 6.5.2. would be useful for another Board committee to be informed about or consider.

7. Access to information, personnel and resources

- 7.1. The Committee will have access to any information (including company records), personnel and resources of The Star Group that it requires to discharge its responsibilities.
- 7.2. The Committee has the right to seek information and ask any questions of Management, the internal auditor, the external auditor, and any other external / independent expert or adviser to enable the Committee to discharge its responsibilities.
- 7.3. Provided Committee members are not aware of any reasons not to do so, the Committee is entitled to rely on:
 - 7.3.1. any advice, information, and assurances provided by management about matters within their respective areas of expertise; and
 - 7.3.2. the expertise of external / independent advisers and experts.

8. Independent advice

8.1. The Committee may, with the prior approval of the Board Chair, seek independent professional advice at TSEG's expense.

9. Performance review

9.1. The performance of the Committee and its members will be reviewed and assessed as part of the Board's annual performance review, including an external review of the performance of the Committee every three years or more often as required.

10. Review of Charter

10.1. The Committee will review this Charter every year, and more often if required, and make recommendations for amending the Charter to the Board for approval.



Approved on: 17 February 2026

Approved by: The Star Entertainment Group Limited Board

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