



Governance Committee Charter

Ansell Limited ACN 004 085 330

Adopted by the Board on 20 June 2019

1 Role and authority of the Committee

- (a) The Governance Committee (**Committee**) is a committee of the board (**Board**) of Ansell Limited (**Ansell**) established in accordance with clause 46 of Ansell's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time. The Committee is accountable to the Board for its performance.
- (b) Proceedings and meetings of the Committee will be governed by the provisions of the Constitution for regulating the meetings and proceedings of the Board in so far as they are applicable and not inconsistent with this Charter.
- (c) The Committee assists the Board in fulfilling its corporate governance responsibilities including:
- establishing processes for reviewing the performance of individual directors, the Board as a whole, and Board committees;
 - establishing processes for the identification of suitable candidates for appointment to the Board;
 - undertaking background checks on new candidates and presenting them for approval by the shareholders at any general meeting;
 - reviewing and finalising the matrix of skills, experience and characteristics required to be collectively met by the Board and each of the Committees.
- (d) The Committee is empowered to investigate any matter as it determines necessary to carry out its duties, with full access to all books, records, company operations, and employees of Ansell.
- (e) The Committee may, in its discretion, delegate some of its duties and responsibilities to a sub-committee or individual member of the Committee.

2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board from time to time, comprise of:
- (i) at least three members;
 - (ii) non-executive directors; and
 - (iii) a majority of directors who are independent.
- (b) Membership of the Committee is as approved by the Board.
- (c) The chair of the Committee (**Committee Chair**) should be nominated by the Board and be an independent director (and must satisfy this description if required by statute or regulation).
- (d) Members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria.
- (e) The appointment and removal of Committee members is the responsibility of the Board.
- (f) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.

- (g) If a Committee member ceases to be a director of the Company their appointment as a member of the Committee is automatically terminated with immediate effect.
 - (h) Ansell's company secretary is secretary to the Committee (**Committee Secretary**).
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3 Meetings

- (a) The Committee will meet at least twice annually or as frequently as is required to undertake its role effectively. The Committee will disclose as at the end of each reporting period the number of times the Committee met throughout that period and the individual attendances of Committee members at those meetings.
 - (b) Any Committee member may, and the Committee Secretary must upon request from any member, convene a meeting of the Committee.
 - (c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least seven days prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.
 - (d) In addition to the members of the Committee, other independent directors of the Board are encouraged to attend Committee meetings and will receive copies of each notice of meeting and relevant supporting papers for the items to be discussed at the meeting upon request.
 - (e) The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee. However, any executive director, executive or other staff member invited to attend a meeting of the Committee must not be present during discussions on matters in which they could have an interest or potential conflict of interest.
 - (f) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
 - (g) The proceedings of all meetings will be minuted by the Committee Secretary. The Committee Secretary shall distribute full minutes to all Committee members, non-executive directors and the Chairman of the Board, after preliminary approval has been received from the Committee Chair. Extracts of minutes and supporting schedules will be provided to management as required for action. Agendas and supporting papers will be made available to any director upon request to the Committee Secretary, provided that no conflict of interest exists.
 - (h) A quorum for any meeting will be at least two Committee members, either in person or via telephone, video conference or any other technology as considered appropriate by the Committee Chair.
 - (i) The Committee must obtain approval from the Committee Chair before obtaining advice from external consultants or professional advisers.
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4 Education

The Company will assist the Committee in maintaining the appropriate level of skills and knowledge amongst the Committee members by providing Committee members with appropriate educational opportunities and resources, as reasonably requested by the Committee.

5 Duties and responsibilities

- (a) The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to Ansell's corporate governance responsibilities as set out below:
- (i) Board structure and appointments, including:
- (A) identifying the appropriate size, composition and diversity of the Board;
 - (B) identifying the appropriate balance of skills, experience and expertise on the Board and the time commitments of non-executive directors;
 - (C) determining the appropriate criteria (necessary and desirable skills and experience, as well as directors' independence) for appointment of directors;
 - (D) identifying suitable candidates for appointment as directors. In identifying suitable candidates unless the Committee determines otherwise, the Committee will ordinarily ensure that:
 - a search is undertaken by an appropriately qualified independent third party acting in accordance with a brief identifying the skills sought as provided by the Committee; and
 - the search will be conducted in such countries that the Committee determines as appropriate having regard to the structure and spread of the Group's business activities.
 - (E) making recommendations for the appointment, composition, re-election and removal of directors;
 - (F) determining the terms and conditions of appointment to and retirement from the Board;
 - (G) ensuring that an effective induction process is in place for newly appointed directors and review any of those induction procedures;
 - (H) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively and reviewing director professional development plans annually;
 - (I) determining the time non-executive directors are expected to devote to Ansell's affairs and whether directors are meeting that requirement;
 - (J) reviewing Board succession plans annually; and
 - (K) considering the requirement for re-election of continuing directors and advising the Board
- (ii) Evaluation of Board and Committees
- (A) establishing processes for reviewing the performance of individual directors, the Board as a whole, and Board committees;
 - (B) overseeing the self-assessment by the Board and Board committees, with a view to ensuring that the evaluation processes employed accord with best practice;
 - (C) undertaking annual review of the Board skill matrix, director's independence, director's competencies.

6 Selection and appointment process

In searching for and selecting new directors for the Board, the Committee may adopt certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board.

With respect to the selection of candidates for the Board:

- (a) the Committee will review a board skills matrix to identify any important current or pending 'gaps' in the skills and experience of the directors on the Board, and if thought appropriate, will implement such a matrix;
- (b) the Committee will take into consideration Ansell's Diversity and Inclusion Policy in selecting new directors for the Board;
- (c) the Committee will obtain assistance from professional intermediaries to identify and assess the suitability of Board candidates;
- (d) the Committee will undertake appropriate checks in respect of each candidate; and
- (e) the names of candidates submitted for election or re-election as directors at a shareholder meeting will be accompanied in the notice of meeting by the following information to enable shareholders to make an informed decision on their election:
 - (i) biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - (ii) a statement by the Board as to whether it supports the nomination of the proposed candidate(s);
 - (iii) details of relationships between:
 - (A) the candidate and Ansell; and
 - (B) the candidate and directors of Ansell;
 - (iv) directorships held;
 - (v) particulars of other positions which involve significant time commitments;
 - (vi) if the candidate has been submitted to be elected as a non-executive director, any interests, positions, associations or relationships which may bear on the candidate's independence;
 - (vii) the term of office currently served by any directors subject to re-election; and
 - (viii) any other particulars required by law including any material adverse information revealed by the checks.

7 Reporting

- (a) The Committee will:
 - (i) report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
 - (iii) advise the Board in a timely manner of any matters or recommendations requiring the attention of the Board, and will ensure that the Board is made promptly aware of any matters brought to the attention of the Committee that may significantly impact the Company.
- (b) Minutes of Committee meetings and/or reports of the actions of the Committee (as appropriate) will be included in the papers for the next Committee meeting.
- (c) All Committee papers and minutes are available for inspection by any director of the Company on request

8 Access to information and independent advice

- (a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- (b) The Committee has access to the Company's management, to seek explanations and information from them.
- (c) Each Committee member may obtain independent professional advice at the Company's expense on matters arising in the course of their Committee duties, provided such advice is necessary or appropriate, after obtaining the Committee Chair's approval (or where the Committee member seeking such advice is the Committee Chair, after obtaining the approval of the Chairman of the Board). The Committee Chair will consider the request for independent professional advice in consultation with the Chairman of the Board and the CEO/Managing Director. Whenever practicable, the advice must be commissioned in the joint names of the Committee member and the Company, and a copy of any such advice should be provided to the entire Committee. The other Committee members must be advised if the Committee Chair's approval (or approval of the chair of the Board, as applicable) is withheld.
- (d) The Committee has authority to reasonably require management or others to attend Committee meetings and to provide any information or advice that the Committee requires.

9 Reviews, changes to and publication of Charter

- (a) The Committee will review this Charter and activities of the Committee as often as it considers necessary (but at least every year) to ensure it remains effective, relevant to the current needs of the Company, and complies with changes in the corporate governance environment. The Committee will recommend any amendments to the Board for formal adoption.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.
- (c) The Charter will be made available on the Company's website.

10 Review and Committee performance

- (a) The Board will, at least once in each year, review the membership of the Committee and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

- (b) The Committee shall make an evaluation of its performance at least once every year to determine whether it is functioning effectively by reference to current best practice. The Governance Committee shall oversee this assessment, with a view to ensuring that the evaluation processes accord with best practice. Such evaluation will have regard to, amongst other matters, the extent to which the Committee has met its responsibilities in this Charter.