

Nomination Committee Charter

1 Purpose

The purpose of the Nomination Committee (the **Committee**) is to advise the Board on its composition.

2 Membership

The Committee must consist of:

- at least three directors; and
- a majority of independent directors.

Ordinarily, the Nomination Committee will consist of all the non-executive directors of Cochlear.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution.

Members may withdraw from membership by written notification to the Board.

All Board members have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Members of management and external advisors may attend meetings of the Committee at the invitation of the Committee Chair.

3 Role and Responsibilities

Board composition and skills

- (a) Review at least annually, and approve any changes to, the board skills matrix, having considered whether the matrix sets out the mix of skills and expertise that the Board

- currently has or is looking to achieve in its membership (**Board Skills Matrix**).
- (b) Periodically review, and advise the Board on, the size and composition of the Board, having regard to the Board Skills Matrix and the appropriate mix of experience, personal qualities, diversity and independence to enable the Board to discharge its duties effectively.

Succession Planning

- (c) Establish processes and conduct searches for the identification and selection of suitable candidates for appointment to the Board.
- (d) Recommend to the Board for consideration and approval Director candidates for appointment, re-election (if applicable) or removal.
- (e) Establish processes for, and advise the Board on, the development and review of succession plans for the Board and Chair.

Board Performance

- (f) Establish and oversee the performance evaluation process for the Board as a whole, individual Directors and each Board Committee.
- (g) Periodically review, and make recommendations to the Board as to, the time required from a Non-executive Director and whether the Directors are meeting the requirement.

- (h) Review at least annually, and make recommendations to the Board as to, the independence of each Non-executive Director.
- (i) Oversee that effective induction and professional development programs for Directors are in place, and periodically review its effectiveness.

4 Committee procedures

4.1 Chair

The Chair of the Committee must be an independent director, who is the Chair of the Board.

4.2 Secretary

The Company Secretary will be Secretary of the Committee.

The Secretary, or their delegate, must attend all Committee meetings to record minutes.

4.3 Meetings

The Committee will meet as frequently as required, but at least once each year.

The Secretary of the Committee, in conjunction with the Chair, will prepare and circulate an agenda for all meetings.

4.4 Quorum

The quorum is two members or such other number determined by the Board.

Nomination Committee Charter

4.5 Minutes

Minutes of Committee meetings must be kept by the Secretary.

All Committee minutes must be entered into a minute book maintained for that purpose and be available for inspection by any director.

4.6 Reporting

The Committee Chair will provide a brief report to the Board on any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information from Committee members. A copy of the minutes of the Committee will also be provided to the Board.

The Committee will also consider if any matters arising out of Committee meetings should be advised to any other Committee and, if so, ensure that this occurs.

4.7 Access and Authority

The Committee has unrestricted access to any information it requires from any officer, employee, consultant or contractor of Cochlear and each of its controlled entities.

4.8 Independent advice

The Committee may seek the advice of the Company's auditors (internal and external), solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers, duties or responsibilities of the Committee.

4.9 Review

The Committee will, at least once each year, review the adequacy of its performance, membership and Charter and may recommend changes to the Board as appropriate.

4.10 Approval date

Charter approved by the Board: 12 February 2026

Attachment 1

Factors to be considered for Director selection

Factors to be considered by the Nomination Committee when reviewing a potential candidate for Board appointment include, without limitation:

- (a) The skills, competencies, experience, expertise and personal qualities that will best compliment Board effectiveness and promote Board diversity, having regard to the Board Skills Matrix and the existing composition of the Board.
- (b) The capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as Board, executive and other commitments).
- (c) Potential conflicts of interest and independence (as that term is defined in the Board Charter) (**Independence**).

Procedure for Director selection

- (1) A description of the role and capabilities required for a particular appointment should be prepared in light of the balance of skills, competencies experience, expertise, independence and diversity on the Board, with due regard to:
 - (a) the industry and markets in which Cochlear operates;
 - (b) specialist technical knowledge required; and

Nomination Committee Charter

- (c) the Board Skills Matrix.
- (2) Where appropriate, recruitment advisers may be engaged to assist in identifying potential candidates.
- (3) A short list of potential candidates, along with detailed background information should be provided to the Directors.
- (4) Board candidates must undergo appropriate checks before being appointed to the Board. This includes checks as to the person's character, experience, education, criminal record and bankruptcy history.
- (5) Recommendations will be made to the Board on the most appropriate candidate from the short list of potential candidates to be selected as a Director of Cochlear.
- (6) An offer of a Board appointment is made by the Chair following Board approval and confirmed by letter in the standard format as approved by the Board from time to time.
- (7) Any Director appointed by the Board will seek election by shareholders at the first AGM following their appointment.
- of its review, the Board will make a decision regarding whether to support the director's re-election.

Re-election of Directors

Each year, the Board will review each of the Directors who are seeking re-election in light of their Independence, the result of their performance review, the Board succession plan, and any other factor considered relevant to the Director's contribution to the Board. On the basis