Remuneration and Nomination Committee Charter

Approved by the Board with effect from 11 February 2022

1. Introduction

1.1 The Remuneration and Nomination Committee (**Committee**) is a committee of the Board.

1.2 The Committee is authorised by the Board to investigate any activity within this Charter.

2. Responsibilities of the Committee

2.1 The Committee's purpose is to assist the Board in fulfilling its corporate governance responsibilities with respect to Company remuneration and the composition, structure, succession planning and performance of the Board, as detailed further in sections 10-14 of this Charter.

3. Membership

3.1 The Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three members and with the majority being independent Directors.

3.2 Directors will be appointed to the Committee for a term of three years or such shorter time as they remain in the office of Director. Directors may serve consecutive terms on the Committee.

4. Chair

4.1 The Committee will appoint an independent Director, other than the Chair of the Board, to be the Chair of the Committee.

5. Secretary

5.1 The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.

5.2 The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.

5.3 The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

6. Quorum

6.1 A quorum for a meeting of the Committee shall be two members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.

7. Other attendees

7.1 The Executive Director (**ED**), as well as other officers and senior personnel engaged in executive roles (**Executive Management**) or other individuals, including external third parties, may be invited to be present for all or part of a meeting of the Committee but will not be members of the Committee.

8. Meetings

8.1 Committee meetings will be held not less than twice per year to enable the Committee to undertake its role effectively.

8.2 Meetings are called by the Secretary, as directed by the Board or at the request of the Chair of the Committee.

8.3 Where deemed appropriate by the Chair of the Committee and in accordance with the Company's constitution, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or other means by which all members can participate, such as a conference call.

8.4 Decisions will be made by a majority of votes, with the Chair having a casting vote.

9. Reporting procedures

9.1 The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board in accordance with section 17 of this Charter.

10. Duties and responsibilities

10.1 In order to fulfil its responsibilities to the Board, the Committee shall:

(a) Remuneration Strategy

(i) Review and approve the Company's remuneration strategy including but not limited to market position, policies and practices.

(b) Executive Remuneration Policy

(i) Review and approve the Company's recruitment, retention and termination policies and procedures for Executive Management to enable the Company to attract and retain executives who can create value for shareholders;

(ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs;

(iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market;

(iv) Review superannuation arrangements for Executive Management and other employees; and

(v) Consider whether there is any gender or other inappropriate bias in remuneration for Executive Management or other employees.

(c) Executive Management

(i) Consider and make recommendations to the Board on the remuneration for each Executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy;

(ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for other members of Executive Management. As part of this review the Committee will oversee an annual performance evaluation of the Company's entire executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel; and

(iii) Ensure there are plans in place to manage the succession of any Executive Director and other members of Executive Management.

At no time, will any individual Director or member of Executive Management be involved in deciding his or her own remuneration (noting this statement is not intended to apply to any determination by the Board as to how the pool of Directors' fees approved by security holders should be allocated, as referred below).

(d) Non-Executive Directors

(i) Review and recommend to the Board the remuneration of Non-Executive Directors; and

(ii) Review the Company's remuneration framework for Non-Executive Directors, including the process by which any pool of Directors' fees approved by security holders is allocated to Directors.

(e) Incentive Plans

(i) Review and approve the design of any cash-based executive incentive plans (**Incentive Plans**).

(f) Equity Plans

(i) Review and approve any equity-based incentive plans that may be introduced (**Equity Plans**) in light of legislative, regulatory and market developments;

(ii) For each Equity Plan, determine each year whether awards will be made under that Plan;

(iii) Review and approve total proposed awards under each Equity Plan;

(iv) In addition to considering awards to members of Executive Management, review and approve proposed awards under each Equity Plan on an individual basis for other employees as required under the rules governing each Equity Plan or as determined by the Committee; and

(v) Review, approve and keep under review performance hurdles for each Equity Plan.

(g) Remuneration Report

(i) Oversee the preparation of the annual Remuneration Report for inclusion in the Company's Annual Report and recommend the Report to the Board for approval.

(h) Nomination

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

(i) Regularly evaluate the size and mix of skills, experience, expertise and diversity of the existing Board. In particular, the Committee is to identify the particular skills and diversity that will best increase the Board's effectiveness and prepare a description of the role and capabilities required for the particular appointment. Consideration is also given to the balance of independent Directors on the Board;

(ii) Identify and recommend to the Board candidates for the Board after:

(A) Considering the necessary and desirable competencies of new Board members to ensure the appropriate size and mix of skills, experience, expertise and diversity;

(B) Assessing how the candidates can contribute to the strategic direction of the Company; and

(C) Undertaking appropriate background checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history;

(iii) Approve and review induction procedures for new appointees to the Board to ensure they can effectively discharge their responsibilities;

(iv) Consider and if considered necessary, recommend appropriate continuing professional development programs for Directors;

(v) Assess and consider the time commitment required by a Non-Executive Director to properly fulfil their duty to the Company and advise the Board accordingly;

(vi) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;

(vii) Review directorships in other companies held by or offered to Directors and members of Executive Management (noting all Non-Executive Directors should inform the Chair of the Board as well as the Chair of the Committee before accepting any new appointment as a director of another listed entity, any other material directorship or any other position with a significant time commitment attached);

(viii) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;

(ix) Arrange an annual performance evaluation of the Board, its Committees and individual Directors;

(x) Ensure new Directors enter into a written agreement with the Company, setting out the terms of their appointment. The new Directors must also provide consent to act and undergo induction by the Board; and

(xi) Make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

(i) Other

The Committee shall perform other duties and activities that it or the Board considers appropriate.

11. Executive Remuneration

11.1 In recommending the remuneration for Executive Directors and other members of Executive Management pursuant to section 10(c) of this Charter (**Executives**), the Committee is to consider the guidelines set out in Box 8.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations:

(a) **Composition:** remuneration packages for Executives should include an appropriate balance of fixed remuneration and performance-based remuneration;

(b) **Fixed Remuneration**: should be reasonable and fair, taking into account the Company's obligations at law and labour market conditions, and should be relative to the scale of the Company's business. It should reflect core performance requirements and expectations;

(c) **Performance Based Remuneration**: should be clearly linked to clearly specified performance targets. These targets should be aligned to the Company's short, medium and longer-term performance objectives and should be consistent with the Company's circumstances, purpose, strategic goals and Statement of Vision, Mission and Values. Discretion should be retained where appropriate to prevent performance-based remuneration rewarding conduct that is contrary to the Company's values or risk appetite;

(d) **Equity Based Remuneration:** well-designed equity-based remuneration, including options or performance rights, can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's short, medium and longer-term performance objectives. Care needs to be taken to ensure such remuneration schemes do not lead to "short-termism" or the taking of undue risks; and

(e) **Termination Payments**: termination payments, if any, for Executives should be agreed in advance and the agreement should clearly address what will happen in the case of early termination. There should be no payment for removal for misconduct.

11.2 To the extent that the Company, on advice from the Committee, adopts a different remuneration structure than is set out in section 11.1 for its Executives, the Committee shall document its reasons for the purpose of disclosure to stakeholders of the Company.

12. Non-Executive Remuneration

12.1 In considering the levels of remuneration for Non-Executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations:

(a) **Composition:** Non-Executive Directors should be remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity);

(b) **Fixed Remuneration**: levels of fixed remuneration for Non-Executive Directors should reflect the time commitment and responsibilities of the role;

(c) **Performance Based Remuneration**: Non-Executive Directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity;

(d) **Equity Based Remuneration:** it is generally acceptable for Non-Executive Directors to receive securities as part of their remuneration to align their interests with the interests of other security holders. However, Non-Executive Directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity; and

(e) **Termination Payments**: Non-Executive Directors should not be provided with retirement benefits other than superannuation.

12.2 To the extent that the Company, on advice from the Committee, adopts a different remuneration structure for its Non-Executive Directors than is set out in section 12.1, the Committee shall document its reasons for the purpose of disclosure to stakeholders of the Company.

12.3 There are no minimum shareholding requirements for Non-Executive Directors.

13. Nomination and election of a Director

13.1 Where a proposed Director is put forth for election, the Committee must ensure the following information is provided to shareholders:

(a) Biographical details

(b) Details of material directorships

(c) If the proposed Director is standing for the first time:

(i) Confirmation that appropriate checks have been undertaken by the Company;

(ii) If any information of concern has been revealed by such checks;

(iii) Details of any potential conflicts of interest;

(iv) Whether the Board will consider the proposed Director as independent; and

(d) If the proposed Director is standing for re-election, the term of office currently served by the Director and whether the Board considers the Director independent.

13.2 Where the Committee appoints a Director prior to completion of appropriate background checks, it must ensure that the Director gives an unequivocal undertaking to resign should the Company receive an outstanding check which it considers unsatisfactory.

14. Approvals

14.1 The Committee must approve the following prior to their implementation:

(a) Changes to the remuneration or contract terms of members of Executive Management;

(b) Any Incentive Plans, Equity Plans, and amendments to such Plans;

(c) Total level of awards proposed under any Incentive Plan or Equity Plan; and

(d) Termination payments to members of Executive Management. Termination payments to other departing employees should be reported to the Committee at its next meeting.

15. Reliance on information or professional or expert advice

15.1 Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

(a) An employee of the Company or any of its controlled entities, whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) A professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence (noting section 16.2 below); or

(c) Another Director of the Company or any of its controlled entities, in relation to matters within the Director authority.

16. Access to advice

16.1 Members of the Committee have a right of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests. Such access shall be provided on a timely basis.

16.2 Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consent from the Chair. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

17. Reporting to the Board

17.1 The Committee must report to the Board verbally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.

17.2 Following a Committee meeting, the Committee Chair, through the Secretary, will prepare a report of the actions of the Committee. This report will be included in the Board papers for the next Board meeting following preparation of such report.

17.3 Minutes of each Committee meeting will also be included in the papers for the next Board meeting following preparation of such minutes. The minutes are to be tabled at that Board meeting along with any recommendations of the Committee.

17.4 The Committee must brief the Board promptly on all urgent and significant matters.

18. Review

18.1 The Board will conduct an annual review of the Committee's performance and its membership to ensure that the Committee is carrying out its functions in an effective manner.

18.2 The Board will update the Charter as required or as a result of new laws or regulations, or as otherwise determined appropriate by the Board.

18.3 The Charter shall be posted on the Company's website.