Remuneration and Nomination Committee Charter

Purpose

The Remuneration and Nomination Committee (Committee) is a committee of the Board of Directors (Board) established to assist the Board in fulfilling its corporate governance responsibilities relating to:

- Board composition, succession planning and director appointments;
- Assessment of Board, Committee and director performance;
- Remuneration policies and practices;
- Executive and non-executive director remuneration;
- Executive succession planning;
- Compliance with the requirements of the ASX Corporate Governance Principles and Recommendations, the Corporations Act 2001 (Cth) and other applicable laws and regulations.

The Committee acts in an advisory capacity and makes recommendations to the Board for consideration and approval.

Composition

The Committee has been established by the Board of Directors. The Committee is to have at least two Board members, whom prefereable are non-executive and independent directors. The Committee is to be chaired by an independent director.

The Remuneration & Nomination Committee will appoint a Committee Secretary.

Operations

The committee is to meet at least annually and otherwise as required.

Minutes of all meetings of the committee are to be kept by the Committee Secretary.

Remuneration Responsibilities

The function of the Committee is to fulfil its corporate governance responsibilities with respect to remuneration by reviewing and making appropriate recommendations on:

- remuneration packages of senior executives (including directors);
- employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed;
- recruitment, retention and termination policies and procedures for senior executives; and
- superannuation arrangements.

The duties of the Committee are to:

- fulfil its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives;
- assess the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
- obtain the best possible advice in establishing salary levels;
- set policies for senior executives' remuneration;
- review the salary levels of senior executives;

- review recommendations from the Chief Executive Officer (or equivalent) relating to proposed merit increases;
- propose the terms and conditions of employment for the Chief Executive Officer (or equivalent);
- undertake a review of the Chief Executive Officer's (or equivalent) performance, at least annually, including setting the Chief Executive Officer (or equivalent) goals for the coming year and reviewing progress in achieving those goals;
- review recommendations from the Chief Executive Officer (or equivalent) on each senior executive's performance evaluations;
- set the criteria for negotiating any enterprise bargain agreement;
- review the Company's recruitment, retention and termination policies and procedures for senior management;
- review the Company's incentive schemes;
- review the Company's superannuation arrangements; and
- review the remuneration of both executive and non-executive Directors.

The Committee is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers this necessary.

Nomination Responsibilities

In relation to its nomination function, the Committee is required to:

- Critically review the performance and effectiveness of the Board and its individual members;
- Establish criteria for Board membership;
- Review the size and composition of the Board;
- Periodically assess the skills required to discharge the Board's duties, having regard to the strategic direction of the Company;
- Propose candidates for directorships for consideration by the Board having regard to any Board level skill shortages that may need to be filled and candidate diversity;
- Undertake background checks on directorship candidates;
- Inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the renomination of that retiring director. In order to make these recommendations, the Committee should review the retiring director's performance during the period in which the director has been a member of the Board;
- Establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- Identify any specific responsibilities of individual Board members, including the Chairman;
- Review succession planning for the executive directors and other senior management (if any) of the Company and provide advice to the Board on progress; and
- Review the membership and performance of other Board committees and make recommendations to the Board.

Review of Charter

The Company will periodically review this charter and its implementation to ensure continued effectiveness and alignment with legal requirements, stakeholder expectations and emerging best practices.

Approval and Adoption

This Policy was approved by the Board on 2 October 2026 and takes effect from that date.