REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. ROLE

The role of the Remuneration and Nomination Committee (Committee) is to assist the Board in monitoring and reviewing matters of significance affecting:

(a) the remuneration of the Board and employees of the Company and its subsidiaries (if any) (Group), and

(b) the composition, performance, succession planning and effectiveness of the Board and the Executive Team.

This Charter defines the Committee's function, composition, authority, responsibilities and mode of operation.

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the Committee where at all possible.

(a) The Committee shall comprise at least three non-executive Directors, the majority of whom must be independent.

(b) The Committee shall be chaired by an independent non-executive Director appointed by the Board.

(c) The Board may appoint additional non-executive Directors to, or remove and replace members of, the Committee by resolution.

(d) The Board acknowledges that, from time to time, the composition of the Board may not permit strict compliance with the above requirements.

3. PURPOSE

The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:

(a) establishing and maintaining a remuneration framework that enables the Company to attract, retain and motivate high-quality Directors and executives,

(b) ensuring remuneration outcomes are aligned with Company performance, shareholder value creation, prudent risk management and the Company's values,

(c) maintaining a Board with an appropriate balance of skills, experience, independence and diversity,

(d) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance,

(e) ensuring high standards of corporate governance in relation to Board and senior executive appointments, performance and succession,

(f) promoting transparent and compliant disclosure of remuneration and nomination matters,

(g) recommending to the Board the remuneration of executive Directors,

(h) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (**Group**), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses,

(i) ensuring incentives for non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board,

(j) reviewing the Company's recruitment, retention and termination policies and procedures for senior management,

(k) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives, and

(l) reviewing and approving any equity-based plans and other incentive schemes.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Executive Remuneration Policy

In relation to remuneration, the Committee will:

(a) review and approve the Group's executive remuneration framework, policies and benefit programs,

(b) ensure remuneration policies fairly and responsibly reward executives, having regard to Company performance, individual performance, market expectations and the Company's commercial interests,

(c) ensure remuneration structures demonstrate a clear relationship between performance and reward and do not encourage conduct contrary to the Company's values or risk appetite, and

(d) review the ongoing appropriateness of recruitment, retention and termination policies and practices for senior executives.

4.2 Executive Directors and Senior Management

The Committee will:

(a) consider and make recommendations to the Board regarding the remuneration of executive Directors, including base pay, incentives, equity awards, service contracts and termination arrangements,

(b) review and approve the remuneration and contract terms of direct reports to the Chief Executive Officer / Managing Director and, as appropriate, other senior executives,

(c) oversee annual performance evaluations of the senior Executive Team against agreed performance criteria, and

(d) approve termination payments for executive Directors and direct reports to the Chief Executive Officer / Managing Director and receive reports on other senior executive terminations.

4.3 Executive Incentive Plans (including Equity Based Plans)

The Committee will:

(a) review and approve the design and operation of executive incentive plans and equity-based remuneration plans (**Plans**),

(b) review and approve performance hurdles, award outcomes and total proposed grants under each Plan,

(c) determine annually whether awards will be made under each Plan,

(d) review and approve policies regarding hedging or transactions that limit the economic risk of participation in Plans, and

(e) ensure incentives for non-executive Directors do not compromise their independence.

4.4 Board Composition, Nomination and Succession

The Committee will:

(a) periodically review the size, structure and composition of the Board and make recommendations to the Board,

(b) identify and recommend candidates for appointment or election to the Board, having regard to required skills, experience, independence and diversity,

(c) oversee appropriate background, character and probity checks for Director and senior executive appointments,

(d) ensure all material information relevant to Director elections and re-elections is disclosed to security holders in accordance with law,

(e) oversee succession planning for the Board and senior executives,

(f) review Director commitments and assess whether Directors have sufficient time to discharge their duties, and

(g) consider and recommend candidates for election or re-election at each annual general meeting.

4.5 Board Skills, Performance and Development

The Committee will:

(a) prepare, maintain and review a Board skills matrix and oversee its disclosure,

(b) oversee induction and continuing professional development programs for Directors, and

(c) arrange regular performance evaluations of the Board, its Committees, individual Directors and senior executives as appropriate.

4.6 Other

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

5. MEETINGS

(a) The Committee will meet at least once per year and as often as circumstances may require.

(b) Meetings are convened by the Secretary as directed by the Board or at the request of the Committee Chair or Board.

(c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their members as Chair.

(d) Where deemed appropriate by the Committee Chair, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.

(e) Endorsements will be based on a majority of votes with the Committee Chair having the casting vote.

(f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

6. SECRETARY

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

(b) The Secretary will be responsible for the:

(i) preparation and circulation of agendas and supporting papers for each Committee meeting as far in advance as possible, and

(ii) recording the Committee meeting minutes and circulating them to Committee members and to other members of the Board.

7. AUTHORITY, ACCESS AND RELIANCE

(a) Members of the Committee have a right to access 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.

(b) 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:

(i) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned,

(ii) 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, or

(iii) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. REPORTING AND DISCLOSURE

(a) The Committee must report to the Board formally at the next Board meeting following the last Committee meeting on matters relevant to the Committee's role and responsibilities.

(b) The Committee must brief the Board promptly on all urgent and significant matters.

(c) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the Annual Report and as otherwise required by law.

9. REVIEW OF CHARTER

(a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.

(b) The charter will be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. VERSION CONTROL

Version	Date	Description of Changes	Approved By
1.0	31 March 2026	First version of the Remuneration and Nomination Committee Charter	RNC