

# Nomination and Remuneration Committee Charter

Regal Partners Limited ACN 129 188 450

## 1. Introduction

- 1.1 The nomination and remuneration committee is a committee of the board of directors of Regal Partners Limited ACN 129 188 450 (**Company** and, together with its controlled entities, the **Group**) (**Nomination and Remuneration Committee**).
- 1.2 The Company's board of directors (**Board**) established the Nomination and Remuneration Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Nomination and Remuneration Committee's responsibilities in relation to the Group.

## 2. Objective

The objective of the Nomination and Remuneration Committee is to help the Board achieve its objectives to:

- (a) evaluate the performance of the Board and ensure that the Company has a Board of an effective composition, size, commitment and knowledge of the Group and the industry in which it operates to adequately discharge its responsibilities and duties and is comprised of individuals who are best able to discharge the responsibilities of directors of the Company having regard to the law and the best standards of governance;
- (b) to ensure that the Company has coherent remuneration policies and practices that are aligned with the Group's purpose, values, strategic objectives and risk appetite to attract, motivate and retain executives and directors who will create value for shareholders and who are appropriately skilled and diverse;
- (c) to ensure that the Company observes those remuneration policies and practices; and
- (d) to ensure that the Company fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment.

## 3. Nomination and Remuneration Committee composition

- 3.1 The Nomination and Remuneration Committee must comprise:
  - (a) at least three directors; and
  - (b) a majority of independent directors,and regard to diversity should be had in constituting the Nomination and Remuneration Committee.
- 3.2 If the Company is included in the S&P ASX 300 Index at the beginning of a financial year, the Nomination and Remuneration Committee must be comprised solely of non-executive directors.
- 3.3 The Nomination and Remuneration Committee will appoint its chairman. The chairman of the Nomination and Remuneration Committee must be an independent director.
- 3.4 The Board decides appointments, rotations and resignations within the Nomination and Remuneration Committee.

- 3.5 The Company Secretary (or such other person nominated by the Board) will act as the secretary of the Committee.
- 3.6 Nomination and Remuneration Committee members may act by their alternate (where applicable).

#### 4. Nominations – responsibilities

The Nomination and Remuneration Committee is responsible for:

- (a) identifying, evaluating and recommending to the Board, suitable candidates for appointment to the Board;
- (b) identifying, evaluating and recommending to the Board, suitable candidates for appointment as the Managing Director and Chief Executive Officer (**CEO**) of the Company;
- (c) reviewing and making recommendations to the Board in respect of the removal of the CEO;
- (d) identifying and assessing the necessary and desirable competencies and characteristics for Board membership, including:
  - (i) skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
  - (ii) diversity; and
  - (iii) the extent to which the candidate would fill a present need on the Board;
- (e) ensuring that the Company:
  - (i) establishes a Board appointment process, which includes selection criteria having regard to the skills, expertise and background that may be required to ensure Board diversity as outlined in the Group's diversity policy;
  - (ii) undertakes appropriate checks before appointing a person, or putting forward to its shareholders a candidate for election, as a director, including checks as to a candidate's character, expertise, education, criminal record and bankruptcy history;
  - (iii) provides its shareholders with all material information relevant to a decision about whether or not to elect or re-elect a director (including information regarding independence);
  - (iv) has a written agreement with each director and senior executive setting out the terms of his or her employment;
  - (v) has a process for periodically evaluating the performance of the Board, its committees and individual directors;
  - (vi) discloses in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process set out in clause 4(e)(v); and
  - (vii) has a process for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively;
- (f) ensuring succession plans for Board and senior executives are in place;
- (g) reviewing the performance of the Board, both collectively and individually and reporting to the Board on the same;
- (h) reviewing whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and on Board committees effectively and, where any gaps are identified, considering what training or development could be undertaken to fill those gaps; and
- (i) reviewing the performance of directors before they stand for re-election and reporting to the Board on the same; and
- (j) any other responsibilities as determined by the Nomination and Remuneration Committee or the Board from time to time.

## 5. Remuneration – responsibilities

The Nomination and Remuneration Committee is responsible for:

- (a) reviewing remuneration policies and practices in order to ensure that they are aligned with the Group's purpose, values, strategic objectives and risk appetite;
- (b) ensuring that recruitment and selection processes at all levels are appropriately structured so that a diverse range of candidates are considered and that there are no biases that might discriminate against certain candidates;
- (c) annually reviewing the performance of the CEO;
- (d) ensuring that the Company has a process for annually evaluating the performance of its senior executives;
- (e) ensuring that the Company discloses in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process set out in clause 5(d);
- (f) reviewing annually the remuneration and performance targets of the CEO;
- (g) reviewing the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total), including the process by which any pool of directors' fees approved by shareholders is allocated to non-executive directors;
- (h) determining if shareholder approval is needed for any change to remuneration of directors or executives;
- (i) reviewing and recommending, having regard to the recommendations of the CEO, the total remuneration and terms of employment, and any subsequent changes thereto, of the senior management team;
- (j) reviewing any report on executive remuneration that may be required and reporting to the Board as appropriate;
- (k) reviewing the design and total proposed payments from any incentive plan;
- (l) reviewing the proposed awards made under any incentive plan;
- (m) reviewing and keeping under review the performance hurdles for any incentive plan;
- (n) ensuring that if there is a Group incentive plan, the Group:
  - (i) has a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the incentive plan; and
  - (ii) disclose that policy or a summary of it;
- (o) reviewing superannuation arrangements for directors, senior executives and other employees;
- (p) assessing whether there is any gender or other inappropriate bias with respect to the remuneration for directors, senior executives or other employees;
- (q) ensuring the disclosure of any relevant information required in each annual report; and
- (r) any other responsibilities as determined by the Nomination and Remuneration Committee or the Board from time to time,

and making recommendations to the Board in relation to the matters above.

## 6. Nomination and Remuneration Committee meetings

6.1 The Nomination and Remuneration Committee will meet as often as it considers necessary.

6.2 The quorum for a Nomination and Remuneration Committee meeting is two Nomination and Remuneration Committee members.

- 6.3 Nomination and Remuneration Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 6.4 The Nomination and Remuneration Committee may invite anyone it considers appropriate to attend Nomination and Remuneration Committee meetings.
- 6.5 The Nomination and Remuneration Committee must keep minutes of its meetings and shall report these regularly to the Board.
- 6.6 The Nomination and Remuneration Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

## **7. Access to information and independent advice**

- 7.1 The Nomination and Remuneration Committee may seek any information that it considers necessary to fulfil its responsibilities.
- 7.2 The Nomination and Remuneration Committee has access to management to seek explanations and information from management, at the Company's cost.
- 7.3 The Nomination and Remuneration Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Nomination and Remuneration Committee may meet with external advisers without management being present.

## **8. Review and changes to this charter**

The Nomination and Remuneration Committee will review this charter every two (2) years or as often as it considers necessary.

## **9. Approved and adopted**

This charter was last reviewed and approved by the Board on 31 October 2022.