



Remuneration and Nomination Committee

Charter

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1. Purpose

The role of the Remuneration and Nomination Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the Company's remuneration and nomination policies and practices which enable it to attract and retain senior management of the Company (comprising the Managing Director, and such other individuals as the Committee determines from time to time (**Senior Management**)) and appropriately align their interests with those of key stakeholders. This Charter defines the Remuneration Committee's function, composition, mode of operation, authority, and responsibilities

2. Composition

The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- The Committee will be chaired by an independent Director who will be appointed by the Board.
- The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3. Purpose

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

- reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- recommending to the Board the remuneration of executive Directors;
- fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
- reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- reviewing and approving the remuneration of direct reports to the Managing Director, and as appropriate other senior executives; and
- reviewing and approving any equity-based plans and other incentive schemes.

4. Duties and Responsibilities

4.1 Board composition and performance

The Committee is responsible for assisting the Board in discharging its responsibilities in relation to Board composition and performance, including responsibilities in relation to:

- the appropriate size, composition and diversity of the Board;
- the appropriate criteria (necessary and desirable skills and experience) for appointment of directors;
- recommendations for the appointment, composition, re-election and removal of directors;
- recommendations for the composition of Board committees;

- the terms and conditions of appointment to and retirement from the Board;
- ensuring that an effective induction process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors in relation to the Company's financial statements) and review of those induction procedures;
- regularly assessing whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
- ensuring that continuing Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;
- the evaluation of the Board's performance; of the Board, its committees and Directors;
- appointing, reviewing the performance of, remunerating and replacing the chair of the Board;
- the time Non-Executive Directors are expected to devote to the Company's affairs and whether Directors are meeting that requirement; and
- review of development and succession plans for Directors and Senior Management.

4.2 Recruitment

The Committee is responsible for assisting the Board in discharging its responsibilities in relation to recruitment of Directors and Senior Management, including:

- undertaking appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history) before appointing a Director or Senior Manager; and
- ensuring the Company enters into a written agreement setting out the appointment terms with the individual personally (except where a bona fide professional services firm is being engaged on an outsourced basis, in which case, the agreement may be with that entity).

4.3 Selection and appointment process

In searching for and selecting new Directors for the Board, the Committee may adopt certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board.

With respect to the selection of candidates for the Board:

- the Committee will develop a Board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board, and if thought appropriate, will implement such a matrix and disclose it in the Company's annual report;
- the Committee will take into consideration the Company's Diversity Policy in selecting new directors for the Board.
- the Committee will obtain assistance from professional intermediaries to identify and assess the suitability of Board candidates;
- the Committee will undertake appropriate checks in respect of each candidate;
- the names of candidates submitted for election or re-election as directors at a shareholder meeting should be accompanied in the notice of meeting by all material information in its possession relevant to a decision on whether or not to elect or re-elect a director, including:
 - a. confirmation that the Company has conducted appropriate checks into the candidate's background and experience and if those checks have revealed any information of concern, that information;
 - b. biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - c. a statement by the Board as to whether it supports the nomination of the proposed candidate(s) and a summary of the reasons why;

- d. details of relationships between:
 - i. the candidate and the Company; and
 - ii. the candidate and Directors of the Company;
- e. directorships held;
- f. particulars of other positions which involve significant time commitments;
- g. any interests, positions, associations or relationships that might influence, or reasonably be perceived to influence, in a material respect that candidate's capacity to bring independent judgement on matters before the Board;
- h. the term of office currently served by any director subject to re-election; and
- i. any other particulars required by law.

4.4 Executive Remuneration Policy

The Executive Remuneration Policy is to review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.

- Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- 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.

4.5 Executive Directors and Senior Management

The Executive Directors and Senior Management shall 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.

- Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior 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.
- Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director.
- Approve termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

4.6 Executive Incentive Plans (including Equity Based Plans)

The Executive Incentive Plans shall review and approve the design of any executive incentive plans (Plans).

- Review and approve any Plans that may be introduced in the light of legislative, regulatory and market developments.
- For each Plan, determine each year whether awards will be made under that Plan.
- Review and approve total proposed awards under each Plan.
- In addition to considering awards to executive Directors and direct reports to the Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.
- Review, approve and keep under review performance hurdles for each Plan.

- Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

4.7 Other

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

5. Meetings

The Committee will meet at least once per year and additionally as circumstances may require.

- Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- Decisions will be based on a majority of votes with the Chairman having the casting vote.
- 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

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

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

7. Reliance on Information or Professional or Expert Advice

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:

- an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- 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
- another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Access to Advice

Members of the Committee have rights of access 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.

- The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. Review of Charter

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 the Charter as required or as a result of new laws or regulations.

- The Charter shall 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. Reporting

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

- The Committee must brief the Board promptly on all urgent and significant matters.
- The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives as required by law.

11. Document history

Company Details
GenusPlus Group Limited ACN 620 283 561 Adopted and approved by the Board of Directors on 14/10/2020

11.1 Revision history

Rev	Date	Author	Authoriser	Details of Amendment
0	03/10/2018	PC	Board	Draft
1	03/10/2018	PC	Board	Issued for Use
2	25/06/2020	PC	Board	2 Yearly Board Review
3	14/10/2020	DW	BoD	Document review.
4	15/12/2021	DW	BoD	Annual Review

11.2 Abbreviations & Definitions

A description of Terms used specific to this document appear in the table below.

Term	Definitions
BoD	Board of Directors
GPG	GenusPlus Group