

Remuneration and Nomination Committee Charter

Artrya Limited

Adopted by the Board on 23 September 2021

1 Committee Composition

The Committee must consist of:

- only Non-executive Directors;
- a majority of independent Directors; and
- a minimum of three members of the Board.

The Chair of the Board is eligible to be Chair of the Committee.

The Board may appoint additional Non-Executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All Non-executive Directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other Non-committee Members, including Members of Management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

2 Role and Responsibilities

2.1 Remuneration

The responsibilities of the Committee in respect of remuneration are as follows:

- (a) Review and recommend to the Board employment and remuneration arrangements for the Managing Director (MD), including contract terms, annual remuneration and participation in the Company's incentive plans.
- (b) On the recommendation of the MD, approve employment and remuneration arrangements for other members of the Executive Team, including contract terms, annual remuneration and participation in the Company's incentive plans.
- (c) Conduct regular reviews of, and monitor the implementation of, the Company's remuneration framework to confirm it:
 - encourages and sustains a culture aligned with the Company's values;
 - supports the Company's strategic objectives and long-term financial soundness; and
 - is aligned with the Company's risk management framework and risk appetite
- (d) Approve major changes and developments in the Company's policies and procedures related to remuneration, recruitment, retention, termination and performance assessment.
- (e) Approve major changes and developments in the remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Company.
- (f) Approve major changes and developments in relation to the Company's employee equity incentive plans (including equity plans).
- (g) Oversee the operation of the Company's employee incentive plans in place from time to time and confirm whether offers are to be made under any of the Company's employee incentive plans (including equity plans) in respect of a financial year.
- (h) For the MD review and recommend to the Board, and for other Members of the Executive Team approve, the terms of any incentive offers made (including short term and long term awards), including any applicable performance targets and the relevant award opportunities.
- (i) For the MD assess and make recommendations to the Board, and for other members of the Executive Team approve, incentive award outcomes based on performance against the applicable performance targets and any other factors that the Committee determines to be relevant (including whether any discretion should be exercised by the Board or Committee).
- (j) Approve the aggregate value of award opportunities and the aggregate value of award outcomes being made based on performance for all employees.

- (k) Look to ensure that risk behaviours and outcomes and any other relevant factors are reflected in the executive remuneration outcomes.
- (l) Review remuneration by gender and consider strategies or changes to address any pay gap.
- (m) Review and recommend to the Board the remuneration arrangements for the Chair and the Non-executive Directors of the Board, including fees, travel and other benefits.
- (n) Approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001*(Cth).
- (o) Review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001*(Cth) for inclusion in the annual Directors' report.
- (p) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.
- (q) Approve any proposed consultancy arrangements with a Director, Executive or a related party of a Director or Executive.

2.2 Nomination

The responsibilities of the Committee in respect of nomination are as follows:

- (a) Reviewing the size and composition of the Board, including succession plans, to enable an appropriate mix of skills, experience, expertise and diversity to be maintained;
- (b) Reviewing and making recommendations to the Board in relation to the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, considering the role and capabilities required for a particular appointment;
- (c) Identifying, evaluating and making recommendations to the Board regarding potential candidates for appointment as a Director;
- (d) Developing the appropriate process for evaluation of the performance of the Board and its committees, each non-executive Director and the Chair of the Board
- (e) Review and make recommendations to the Board in relation to the induction and continuing professional development programs for Directors; and Remuneration and Nomination Committee Charter
- (f) Assist in the development and annual review of a Board Skills Matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.

2.3 Diversity

The responsibilities of the Committee in respect of nomination are as follows:

- (a) Recommend to the Board for approval the Company's measurable objectives for achieving diversity throughout the Company
- (b) Annually review the Company's diversity strategy
- (c) Monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented employees from a diverse range of backgrounds; and
- (d) Monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented employees from a diverse range of backgrounds; and
- (e) Review whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees; and
- (f) Annually review the Company's diversity objectives and progress toward achievement of the objectives and inform the Board of the implementation of the Diversity Policy.

3 Remuneration Policy and Practice

- (a) Executive remuneration and incentive policies and practices must be performance based and aligned with the Company's purpose, values, strategic objectives and risk appetite.
- (b) Executive remuneration and incentive policies and practices will be designed having regard to the following policy objectives:
 - (1) To attract and retain skilled Executives;
 - (2) To ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its Shareholders and having regard to relevant Company policies;
 - (3) To structure short and long term incentives that are challenging and linked to the creation of sustainable Shareholder returns;
 - (4) To appropriately incentive positive risk behaviour and improved customer outcomes, encourage sound risk management of both financial and non-financial risks, and discourage unnecessary and excessive risk taking;
 - (5) To allow for proper adjustments to be made, including where risk and compliance failures occur; and
 - (6) To ensure any termination benefits are justifiable and appropriate.
- (c) In the discharge of the Committee's responsibilities, no Executive should be directly involved in determining their own remuneration.
- (d) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any Shareholder approvals which are necessary to obtain.

4 Rights of access and authority

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to Management and to Auditors without management present, and rights to seek explanations and additional information from both Management and Auditors.

5 Review of Charter

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

6 Administrative Matters

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative Matters

1.1 Meetings

The Committee will meet at least twice each year.

1.2 Quorum

The quorum is at least two members.

1.3 Company Secretary

The Company Secretary, or their delegate, must attend all Committee meetings as Minute Secretary.

1.4 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any Member, convene a meeting of the Committee. Notice will be given to every Committee Member of every Committee meeting. There is no minimum notice period and acknowledgement of receipt of notice by all Members is not required before the meeting may be validly held.

1.5 Independent advice

The Committee may seek the advice of the Company's Auditors, Solicitors or other Independent Advisers, Consultants or Specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

1.6 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any Director.

1.7 Reporting

The Committee Chair will provide a brief oral report to the Board on any material matters arising out of Committee meetings. All Directors may, within the Board meeting, request information from Committee Members. A copy of the minutes of the Committee will also be provided to the Board with the Board papers. The Committee will also consider if any material matters arising out of Committee meetings should be advised to any other Committee and, if so, ensure that this occurs.