
Nomination and Remuneration Committee Charter

September 2020

Plenti Group Limited

1. Introduction

1.1 Purpose and authority

- (a) The objectives of the Committee are to assist the Board in fulfilling its corporate governance responsibilities with regards to the Company's nomination and remuneration policies and practices, so as to ensure that:
- (i) the Board has an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively;
 - (ii) the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Company as determined by the Board;
 - (iii) the level and composition of remuneration for the Board and senior executives are appropriate;
 - (iv) short and long term incentives are linked to the creation of sustainable shareholder returns;
 - (v) any termination benefits are justified and appropriate;
 - (vi) a process is developed for the evaluation of the performance of the Board, its committees, individual executive and non-executive directors and other senior executives; and
 - (vii) proper succession plans for directors and senior executives are in place for consideration by the Board.
- (b) The Committee is empowered to investigate any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee with:
- (i) full access to all books, records, company operations, and people of the Company; and
 - (ii) the authority to engage external consultants or other professional advisers as it considers necessary or appropriate.
- (c) The Committee has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions passed by the Board from time to time.

1.2 Definition

In this charter:

Board means the board of directors of the Company.

Company means Plenti Group Limited ACN 643 435 492.

Corporations Act means the *Corporations Act 2001* (Cth).

Committee means the Nomination and Remuneration Committee established by the Board.

Committee Chair means the chair of the Committee appointed from time to time.

Committee Member means a member of the Committee nominated by the Board from time to time.

2. Membership

- 2.1 The Committee should to the extent practicable given the size and composition of the Board from time to time, and at all times while the Company is listed in the ASX-300, comprise at least three members, each of whom must be a non-executive director, with a majority of directors who are independent (and must satisfy this description if required by statute or regulation). The Committee Chair should be nominated by the Board and be an independent director (and must satisfy this description if required by statute or regulation).
- 2.2 Membership of the Committee is as nominated and approved by the Board. The Board may pass resolutions to appoint additional directors to the Committee or remove or replace the existing Committee Members.
- 2.3 Committee Members will be appointed for a fixed period of no more than three years. They may be re-appointed for so long as they satisfy the criteria set out in section 2.1.
- 2.4 The appointment and removal of Committee Members are the responsibility of the Board.
- 2.5 A Committee Member may withdraw its membership from the Committee upon reasonable notice in writing to the Committee Chair.
- 2.6 If a Committee Member ceases to be a director of the Board, its appointment as a member of the Committee is automatically terminated with immediate effect.
- 2.7 The company secretary is secretary to the Committee.

3. Meetings

- 3.1 The Committee will meet at least once annually or as frequently as is required to undertake its role effectively. Any Committee Member may, and the company secretary must upon request from any Committee Member, convene a meeting of the Committee.
- 3.2 Notice will be given to every Committee Member of every meeting of the Committee. There is no minimum notice period and acknowledgement of receipt of notice by all Committee Members is not required before the meeting may be validly held.
- 3.3 The Committee Chair may invite any director, other members of senior management or staff to attend all or part of a meeting of the Committee.
- 3.4 In the absence of the Committee Chair, one of the Committee Members (either nominated by the Committee Chair or elected by the Committee) will act as the Committee Chair for that meeting. The Committee Chair has a casting vote.
- 3.5 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 3.6 A quorum for any meeting will be at least two Committee Members, of whom at least one must be an independent director.
- 3.7 A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, their own election, re-election, removal, remuneration or a specific remuneration policy that affects them. However, a member who is a non-executive director may be present and vote in relation to the remuneration of all non-executive directors.
- 3.8 Minutes of the proceedings of all meetings will be taken by the company secretary. All minutes of the Committee will be entered into a minute book and will be available for inspection by any director upon request.
- 3.9 The Committee will report on its meetings to the Board.

- 3.10 At the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the Committee Members at those meetings should be included in the Company's annual report.
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4. Duties and responsibilities - remuneration

4.1 The Committee's key responsibilities and functions are as follows:

- (a) subject to section 4.2, evaluating and recommending to the Board the remuneration packages of the managing director, executive directors and other members of senior management, which should reflect a balance between fixed and incentive pay, including short term and long term incentive strategies, performance targets and bonus payments;
- (b) subject to section 4.2, evaluating and recommending to the Board the remuneration arrangements for non-executive directors within the aggregate amount of non-executive director remuneration pool approved by shareholders;
- (c) evaluating and recommending to the Board changes in remuneration, recruitment (including conducting appropriate background checks), retention and termination policies and practices, including superannuation and other benefits, personnel practices, and industrial relations strategies;
- (d) evaluating and recommending to the Board whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
- (e) evaluating and recommending to the Board the disclosure of remuneration strategies, policies and practices within the Group and, if necessary, to the Australian Securities Exchange (**ASX**) and other regulatory authorities;
- (f) in the event of serious misconduct or a material misstatement in the Company's financial statements, evaluating and approving the cancellation or claw-back of performance-based remuneration from directors and other members of senior management to recoup excess remuneration paid;
- (g) reviewing the Company's superannuation arrangements for directors, other members of senior management and employees;
- (h) implementing and monitoring short and long term incentive plans, including considering relevant factors such as:
 - (i) plan terms and conditions;
 - (ii) the performance hurdles applicable to senior management and executive directors, if any;
 - (iii) invitations to participation in offers and the terms of participation; and
 - (iv) achievement of performance criteria (if any) and the final level of any payments, grants or allocations;
- (i) implementing and monitoring equity plans, including making recommendations to the Board as to:
 - (i) amendments to the terms of existing plans within the parameters of those plans; and
 - (ii) administration and operation of plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans;

- (j) taking appropriate action to ensure that the Committee, the Board and management have available to them sufficient information and external advice to make informed decisions regarding remuneration; and
 - (k) reviewing and recommending to the Board the remuneration report prepared in accordance with the Corporations Act for inclusion in the annual director's report.
- 4.2 Subject to clause 3.7, a Committee Member must not be involved in determining their own remuneration.
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5. Duties and responsibilities – Nomination

5.1 The Committee's key responsibilities and functions are as follows:

- (a) considering the appropriate size, composition and diversity of the Board;
- (b) developing the appropriate skills matrix (for example, independence, necessary and desirable skills and experience) for the appointment and re-appointment of directors;
- (c) regularly reviewing the skills matrix to ensure that it adequately covers the skills needed to address existing and emerging business and governance issues relevant to the Company;
- (d) periodically assessing the skills, experience and expertise required to discharge the Board's duties, having regard to the strategic direction of the Company, and make recommendations to the Board about the necessary and desirable competencies of directors, the time expected to be devoted by non-executive directors in relation to the Company's affairs, and plans for enhancing director competencies;
- (e) considering recommendations for the appointment, composition, re-appointment and removal of directors, subject to the principle that a Committee Member must not be involved in making recommendations to the Board in respect of themselves;
- (f) establishing policies and procedures for the selection and appointment of the managing director and making recommendations to the Board regarding the appointment, reappointment and removal of the managing director;
- (g) considering the terms and conditions of appointment to and retirement from the Board;
- (h) implementing induction and continuing education programs for non-executive directors;
- (i) ensuring the directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- (j) reviewing nomination practices against measurable objectives adopted by the Board from time to time for achieving gender diversity in the composition of its Board, senior executives and workforce generally;
- (k) evaluating the performance of the Board, its committees and directors, and developing and implementing plans for identifying, assessing and enhancing director competencies;
- (l) considering the time non-executive directors are expected to devote to the Company's affairs and whether directors are meeting that requirement;
- (m) assisting the Board in assessing the independence of each non-executive director;
- (n) reviewing the Board's succession plans, including considering:
 - (i) effective induction programs;

- (ii) guidelines for management development; and
 - (iii) corporate governance issues, including reviewing and making recommendations in relation to any corporate governance issue as requested by the Board from time to time and undertaking an annual review of the Company's corporate governance statement.
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6. Equity-based remuneration scheme

If the Company implements an equity-based remuneration scheme, the Committee must evaluate and implement a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

7. Reporting

7.1 The Committee will:

- (a) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
- (b) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
- (c) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters.

7.2 Minutes of Committee meetings will be included in the papers for the next full Board meeting.

8. Selection and appointment process

8.1 With guidance from the Committee, the Board is primarily responsible for identifying and appointing candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.

8.2 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 the Board's commitment to promoting diversity on the Board, including in relation to gender, age and ethnicity, having regard to the existing composition of the Board and whether their skills and experience will complement the existing Board.

8.3 The Committee will ensure that the following information about a candidate submitted for election or re-election as directors will be provided to shareholders to enable them to make an informed decision on whether or not to elect or re-elect the candidate:

- (a) biographical details, including relevant qualifications and experience and the skills the candidate brings to the Board;
- (b) details of any other material directorships currently held by the candidate;
- (c) in the case of a candidate standing for election for the first time:
 - (i) any material adverse information revealed by checks the Company has performed about the candidate;
 - (ii) details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's

capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally; and

- (iii) if the Board considers the candidate would qualify as an independent director, a statement to that effect;
 - (d) in the case of a candidate standing for re-election:
 - (i) the term of office currently served by the director; and
 - (ii) if the Board considers the director to be an independent director, a statement to that effect; and
 - (e) a statement by the Board as to whether it supports the election or re-election of the candidate.
- 8.4 The Committee will report to the Board outlining the following details of the director selection process:
- (a) the process by which candidates are identified and selected, including whether an external search organisation was used and its recommendations; and
 - (b) the factors taken into account in the selection process, and the reasons why the Committee is recommending the appointment of the candidate as a director.
- 8.5 A written agreement will be entered into for each director and senior executive setting out the terms of their appointment.
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9. Induction and continuing development of directors

- 9.1 The Committee should ensure each new director undertakes an induction program, which enables them to gain an understanding of:
- (a) the Company's operations;
 - (b) the Company's financial, strategic, operational and risk management position;
 - (c) the culture and values of the Company;
 - (d) their rights, duties and responsibilities and those of the Company's management;
 - (e) Board and Board committee meeting arrangements, including the role of Board committees; and
 - (f) constructive and respectful relations between Board members, and between the Board, the Company's management and other stakeholders.
- 9.2 The Committee will ensure that directors have access to appropriate continuing education to update and enhance their skills and knowledge (including key developments in the Company).
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10. Review of Board, committee and individual director performance

- 10.1 The Committee shall regularly carry out a formal review of the performance of the Board, its committees and each member of the Company's senior management, using where necessary an external consultant, against appropriate measures. The review shall assess:
- (a) the effectiveness of the Board and each of its committees in meeting the requirements of the Company as set out in the relevant guidelines, policies and charters approved by the Board from time to time;

- (b) whether the Board and each committee have members with the appropriate mix of skills and experience to properly perform their functions;
- (c) whether adequate time is being allocated to the Company's matters, taking into account each director's other commitments;
- (d) the independence of each non-executive director, taking into account the director's other interests, relationships and directorships; and
- (e) the effectiveness of each senior manager's performance against guidelines and charters approved by the Board from time to time.

10.2 Each year:

- (a) the Committee shall review the performance of the managing director and executive directors as may be appointed against guidelines approved by the Board from time to time;
- (b) a statement detailing the mix of skills and diversity which the Board is looking to achieve in membership to the Board should be included in the Company's annual report;
- (c) a statement confirming whether a performance evaluation was undertaken in the reporting period in accordance with the process set out in section 9.1 should be included in the Company's annual report;
- (d) if the Company implements an equity-based remuneration scheme, a policy referred to in section 6 above or a summary of it should be included in the Company's annual report.

11. Committee performance

- 11.1 The Board will, at least once in each year, review the membership and charter of the Committee to determine their respective adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- 11.2 The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

12. Other matters

- 12.1 This Charter can only be amended with the approval of the Board.
- 12.2 The Company Secretary will communicate any amendments to employees as appropriate.