

Monvia Limited
ACN 685 591 280

Remuneration and Nomination Committee Charter

Adopted: 31 March 2026

1. Introduction

The Board of Directors (**Board**) of Monvia Limited (**Company**) has established the Remuneration and Nomination Committee (**Committee**).

This document governs the composition, role and responsibilities of the Committee in conjunction with the Company's Constitution.

2. Objectives of the Committee

The primary objectives of the Committee are to assist the Board on the following matters:

- (a) appointment, induction, election and retirement of Directors;
- (b) Performance review processes for the Board, individual Directors and Board Committees;
- (c) reviewing and making recommendations on the remuneration arrangements of non-executive Directors (NEDs), Executive Directors (EDs) and senior management;
- (d) reviewing and approving any remuneration and other people-related policies;
- (e) Succession planning for the Managing Director (or equivalent) and other senior management.

The Committee will advise the Board and make recommendations regarding the appropriate material and disclosures to be included in the Company's Corporate Governance Statement under the ASX Listing Rules and review those parts of the Company's annual report which relate to the Company's remuneration and employment policies and practices.

The Board has delegated authority to the Committee to fulfil its responsibilities set out in this Charter and may make other delegations to the Committee from time to time. Notwithstanding the establishment and role of the Committee, the Board has ultimate responsibility for the integrity of the Company's remuneration and employment policies and practices and the performance of Directors, officers and employees.

3. Responsibilities

The primary responsibilities of the Committee are to assist the Board in performing the following functions:

3.1 Remuneration

Non-executive Directors

Reviewing and recommending to the Board for approval any remuneration policies and arrangements for non-executive Directors (including fees and other benefits).

3.2 Other Employees (excluding NEDs, EDs and Senior Management/Executive Officers)

Reviewing and recommending to the Board for approval any remuneration, short-term or long-term incentive outcomes of any other individuals whose remuneration arrangements require Committee oversight and approval.

3.3 Executive Directors and Executive Officers

Review and make recommendations to the Board on:

- (a) short and long-term remuneration for executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer and the Chief Client Officer;
- (b) superannuation arrangements for executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer and the Chief Client Officer;
- (c) any termination payments to be made to executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer and the Chief Client Officer (which are to be agreed in advance and include detailed provisions in case of early termination); and
- (d) the development of any equity-based plan to apply to executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer and the Chief Client Officer.

In making its recommendations, the Committee should ensure that the recommended remuneration arrangements:

- (a) motivate executive Directors and officers to pursue the long-term growth and success of the Company;
- (b) demonstrate a clear relationship between performance and remuneration; and
- (c) involve an appropriate balance between fixed and incentive remuneration, reflecting the short and long-term performance objectives to the Company circumstances and goals.

3.4 Equity incentives and incentive scheme participation

3.4.1 Reviewing, and recommending to the Board for approval, the design of new, or material amendments to, any employee equity plans.

3.4.2 Reviewing and recommend to the Board for approval the grant of any equity securities and participation in any employee incentive schemes of the Company.

3.4.3 Monitoring the progress of performance hurdles under equity-based arrangements and recommending vesting outcomes under those arrangements to the Board for approval.

3.5 Nomination related matters

The responsibilities of the Committee with regard to nomination-related matters are:

- (f) consider and recommend to the Board for approval the appointment, election and re-election and of Directors;

- (a) undertake appropriate background and other checks before nominating a person, or putting forward to shareholders a candidate for election, as a Director;
- (b) assist the Board in ensuring that the Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director;
- (c) assess the necessary and desirable competencies of Directors;
- (d) oversee the Directors' induction program;
- (g) recommend to the Board for approval the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
- (h) overseeing that Directors have access to appropriate continuing education opportunities to develop and maintain their skills and knowledge;
- (i) consider Board and Committee succession plans in order that an appropriate balance of skills, experience and expertise is maintained;
- (j) overseeing and reviewing the succession plans for the role of Managing Director (or equivalent) and reviewing the selection of suitable candidates;
- (k) recommend to the Board for approval a process for evaluating the performance of the Board, its Committees and Directors.

3.6 People and remuneration related policies

Reviewing and recommending to the Board for approval all people and remuneration related policies, frameworks and practices for the Company's employees.

3.7 Other

The Committee will:

- (l) monitor and advise the Board on any legislative, regulatory or market developments likely to have a significant impact on the Company and legislative compliance in employment issues;
- (m) recommend to the Board for approval any major changes to employee benefit structures in the Company; and
- (n) reviewing and recommending to the Board for approval the Company's Remuneration Report.

The Board may refer any other matters to the Committee for review.

4. Composition of the Committee

4.1 Members

The Committee will consist of at least three directors (members) who are to be appointed by the Board.

The members will, unless the Board determines otherwise (having regard to the size, nature and scope of the Company's operations), consist of:

- (a) non-executive Directors, at least one of whom is considered to be 'independent' for the purposes of the Board Charter;
- (b) at least one Director who has relevant experience or an understanding of the industry in which the Company operates; and

- (c) Directors who have an appropriate level of understanding of the ASX Corporate Governance Principles and Recommendations.

4.2 Chair

The Committee should, where practicable, having regard to the size, nature and scope of the Company's operations, be chaired by a non-executive Director who is considered to be 'independent' for the purposes of the Board Charter (**Committee Chair**).

The Committee Chair should not be the Chair of the Board.

4.3 Secretary

The Company Secretary will be the secretary of the Committee, unless the Board determines otherwise.

5. Meetings

5.1 Frequency

The Committee will meet at least three times each financial year, or more frequently in necessary.

5.2 Attendance and quorum

Members of the Committee may attend meetings in person or using telecommunications technology.

The presence of at least 2 members of the Committee will constitute a quorum.

Further, if any independent Directors are members of the Committee, at least one such Director must also be present for a quorum to be met.

5.3 Invitees

The Committee may invite any person to attend part or all of any meeting of the Committee as it considers appropriate.

Any Director may attend a meeting of the Committee as an invitee, unless the Committee Chair determines that it is not appropriate to do so.

Senior management of the Company (including the Company's Managing Director (or equivalent) and Chief Financial Officer (if applicable) may, from time to time, be invited to attend Committee meetings, if it is considered appropriate by the Committee.

5.4 Acting chair

If the Committee Chair is not present for a meeting of the Committee or any part of that meeting, the other members present must elect one member as the acting chair.

5.5 Decision making

Decisions of the Committee will be based on a majority of votes. The Committee Chair will have a casting vote if the votes for and against a resolution of the Committee are equal.

The Committee may pass any resolution or otherwise approve any matter without a meeting if the resolution or approval is recorded in writing and signed by all members, provided that Committee Chair determines it appropriate to do so.

5.6 Minutes

Minutes of Committee meetings will be made available to all Board directors.

The Chair of the Committee will report on the business of the Committee meetings to the Board and convey Committee recommendations.

6. Access to information

The Committee will have unrestricted access to other Board Committees, senior management, other employees (including risk and financial control personnel) and external advisors and information, and may make any necessary enquiries to fulfil its responsibilities.

The Company may, with prior approval of the Board Chair, where practicable, obtain independent advice at the reasonable expense of the Company. The engagement and any advice received will be independent of management.

7. Corporate Group

In this document, a reference to the Company includes any 'related body corporate' (as defined in the *Corporations Act 2001* (Cth)) of the Company, as the context requires.

8. Review and publication of this Charter

The Committee will review the adequacy of this Charter periodically and recommend amendments to the Board for approval.