

# Monvia Limited

ACN 685 591 280

## Remuneration Policy

Adopted: 31 March 2026

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### 1. Introduction

This document sets out the remuneration policy for Directors, senior executives and senior managers of Monvia Limited (**Company** or **we**) and its subsidiaries. This Policy is designed to support the Company's strategy as a technology led SaaS business and align remuneration outcomes with shareholder interests.

### 2. Purpose of Policy – key principles

The purpose of this remuneration policy is to establish a framework for remuneration that is designed to:

- (a) ensure that coherent remuneration policies and practices are observed which enable the attraction and retention of Directors, executives and managers who will create value for shareholders;
- (b) fairly and responsibly reward Directors, executives and managers having regard to the Company's performance, the performance of the senior management and the general pay environment; and
- (c) comply with all relevant legal and regulatory provisions.

### 3. Board responsibilities

The Board of Directors (**Board**) of the Company is responsible for determining the appropriate remuneration for Directors, senior executives and senior managers.

The Board has established the Remuneration and Nomination Committee to assist and advise the Board in accordance with the Remuneration and Nomination Committee Charter. The Remuneration and Nomination Committee is responsible for reviewing remuneration structures, incentive outcomes, and compliance with this Policy, and making recommendations to the Board.

However, 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.

The particular responsibilities of the Board in relation to remuneration and employment are:

#### 3.1 Executive Directors and senior managers

Remuneration for Executive Directors and senior managers may incorporate fixed and variable pay performance elements with both a short-term and long-term focus.

Remuneration packages may contain any or all of the following:

- annual base salary - reflecting the value of the individual's personal performance, their ability and experience, as well as the Company's obligations at law and labour market conditions and should be relative to the scale of the business of the Company;

- performance-based remuneration - rewards, bonuses, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution having regard to clearly specified performance targets and to the Company's circumstances, values and risk appetite equity-based remuneration - share participation via employee share and option schemes, reflecting the Company's short, medium and long-term performance objectives. Equity incentives are intended to align executives with long-term shareholder outcomes and may include vesting conditions, service requirements, performance hurdles and/or disposal restrictions;
- other benefits - such as holidays, sickness benefits, superannuation payments and long service benefits;
- expense reimbursement - for any expenses incurred in the course of the individual's duties; and
- termination payments - any termination payments should reflect contractual and legal obligations and will not be made when an executive is removed for misconduct. Termination benefits for executives will be structured to comply with Part 2D.2 of the Corporations Act and, where applicable, will not exceed statutory or shareholder approved limits.

The Board should ensure that the remuneration policies and arrangements:

- (a) motivate executive Directors and senior managers 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 and aligning with the Company's circumstances and goals.

### **3.2 Remuneration – Non-Executive Directors**

The Board reviews and determines remuneration for Non-Executive Directors (including fees and other benefits).

Remuneration for Non-Executive Directors may contain any or all of the following:

- (a) annual fees - reflecting the value of the Director's personal performance, time commitment and responsibilities of the role;
- (b) equity-based remuneration - issues of shares or securities, reflecting the contribution of the Director towards the Company's medium and long-term performance objectives, any equity-based remuneration for Non-Executive Directors will be subject to shareholder approval and will not include performance based incentives and
- (c) other benefits – including superannuation payments, but not including retirement benefits that are additional to the Director's superannuation.

### **3.3 Equity incentives and incentive scheme participation**

The Board reviews and determines the appropriate grant of any equity securities and participation in any employee incentive schemes of the Company, governed by plan rules approved by the Board

### **3.4 Human resource policies**

The Board reviews human resource policies and practices for the Company's employees. The Company seeks to maintain remuneration practices that are equitable and support diversity, inclusion and equal opportunity.

### **3.5 Nomination-related matters**

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

- (a) consider the appointment and retirement of Directors;
- (b) assess the necessary and desirable competencies of Directors;
- (c) oversee the Directors' induction programme;
- (d) ensure that Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
- (e) ensure that Directors have access to appropriate continuing education to update and enhance their skills and knowledge;
- (f) develop Board succession plans to ensure an appropriate balance of skills, experience and expertise is maintained;
- (g) review the time commitment required from Non- Executive Directors and whether Directors are meeting that commitment; and
- (h) evaluate the Board's performance.

### **4. Assessing remuneration**

The Board will make decisions regarding the remuneration of Executive Directors and senior managers having regard to various factors including performance and any recommendations made by the Remuneration and Nomination Committee, the Managing Director, senior management, compensation consultants and other advisors.

The Board will also make a decision regarding the remuneration of Non-Executive Directors having regard to, amongst other things, any recommendations made by the Remuneration and Nomination Committee, compensation consultants and other advisors.

### **5. Economic risk management for equity participation schemes**

No Director or member of senior management (including any employee who is a restricted employee under the Company's Securities Trading Policy) who participates in an equity-based remuneration scheme established by the Company may enter into any transaction designed to limit the economic risk of participating in the equity-based remuneration scheme.

### **6. Questions and further information**

If you have any questions or need further information about this Policy, please contact the Company Secretary.

### **7. Corporate Group**

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

### **8. Review and publication of this Policy**

The Board will review this Policy on a periodic basis to ensure that it is appropriate for the Company's business and operations and is up to date with applicable laws and regulations.

The Company will publish this Policy on the Company's website at [www.monvia.io](http://www.monvia.io).