

# Nomination and Remuneration Committee Charter

Regal Partners Limited ACN 129 188 450

## 1. Introduction

- 1.1 The nomination and remuneration committee is a committee of the board of directors of Regal Partners Limited ACN 129 188 450 (**Company** and, together with its controlled entities, the **Group**) (**Nomination and Remuneration Committee**).
- 1.2 The Company's board of directors (**Board**) established the Nomination and Remuneration Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Nomination and Remuneration Committee's responsibilities in relation to the Group.

## 2. Objective

The objective of the Nomination and Remuneration Committee is to help the Board achieve its objectives to:

- (a) evaluate the performance of the Board and ensure that the Company has a Board:
  - (i) of effective composition, size and commitment;
  - (ii) with sufficient knowledge of the Group and the industry in which it operates; and
  - (iii) which is comprised of individuals who are best able to discharge the responsibilities of directors of the Company having regard to the law and the best standards of governance,  
to adequately discharge its responsibilities and duties;
- (b) ensure that the Group has coherent remuneration policies and practices that are aligned with the Group's purpose, cultural values, strategic objectives and risk appetite to attract, motivate and retain talent and directors who will create value for shareholders and who are appropriately skilled and diverse;
- (c) ensure that the Group observes those remuneration policies and practices; and
- (d) ensure that the Group has a framework to fairly and responsibly reward its people having regard to the performance of the Group, their performance and the general external pay environment.

## 3. Nomination and Remuneration Committee composition

- 3.1 The Nomination and Remuneration Committee must comprise:
  - (a) at least three directors; and
  - (b) a majority of independent directors,and regard to diversity should be had in constituting the Nomination and Remuneration Committee.
- 3.2 If the Company is included in the S&P ASX 300 Index at the beginning of a financial year, the Nomination and Remuneration Committee must be comprised solely of non-executive directors.
- 3.3 The Nomination and Remuneration Committee will appoint its chair. The chair of the Nomination and Remuneration Committee must be an independent director.

- 3.4 The Board decides appointments, rotations and resignations within the Nomination and Remuneration Committee.
- 3.5 The Company's company secretary (or such other person nominated by the Board) will act as the secretary of the Committee.
- 3.6 Nomination and Remuneration Committee members may act by their alternate (where applicable).

#### 4. Nominations – responsibilities

The Nomination and Remuneration Committee is responsible for:

- (a) identifying, evaluating and recommending to the Board suitable candidates for appointment to the Board or directors for re-election having regard to the necessary and desirable competencies and characteristics for Board membership, including:
  - (i) skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
  - (ii) gender diversity and where applicable, any gender diversity targets set by the Board; and
  - (iii) the extent to which the candidate would fill a present need on the Board;
- (b) identifying, evaluating and recommending to the Board suitable candidates for appointment as the Managing Director and Chief Executive Officer (**CEO**) of the Company;
- (c) reviewing and making recommendations to the Board in respect of the removal of the CEO, CFO and any company secretary of the Company;
- (d) ensuring that the Company:
  - (i) establishes a Board appointment process, which includes selection criteria having regard to the skills, expertise and background that may be required to ensure Board diversity as outlined in the Group's diversity policy;
  - (ii) undertakes appropriate checks before appointing a person as, or putting forward to its shareholders a candidate for election, a director, including checks as to a candidate's character, expertise, education, criminal record and bankruptcy history;
  - (iii) provides its shareholders with all material information relevant to a decision about whether or not to elect or re-elect a director (including information regarding independence);
  - (iv) has a written agreement with each director and the non-investment team members of the Company's Leadership Team (the **Senior Executives**) setting out the terms of his or her engagement or employment;
  - (v) has a process for periodically evaluating the performance of the Board, its committees and individual directors;
  - (vi) discloses, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process referred to in clause 4(d)(v); and
  - (vii) has a process for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively;
- (e) ensuring succession plans for the Board, Board Chair and CEO are in place;
- (f) reviewing whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and on Board committees effectively and, where any gaps are identified, considering what training or development could be undertaken to fill those gaps; and
- (g) any other responsibilities as determined by the Nomination and Remuneration Committee or the Board from time to time.

## 5. Remuneration – responsibilities

The Nomination and Remuneration Committee is responsible for:

- (a) unless carried out by the Board, reviewing and making recommendations to the Board on the Group's remuneration policies and framework in order to ensure that they are aligned with the Group's purpose, cultural values, strategic objectives and risk appetite;
- (b) ensuring that recruitment and selection processes at all levels are appropriately structured so that a diverse range of candidates are considered and that there are no biases that might discriminate against certain candidates;
- (c) ensuring that the Company has a process for annually evaluating the performance of its people;
- (d) ensuring that the Company discloses, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in relation to Senior Executives in accordance with the process set out in clause 5(c);
- (e) reviewing the CEO's remuneration and performance targets/KPIs, annually assessing the CEO's performance against those performance targets/KPIs, and making recommendations to the Board in relation to the CEO's short-term incentive (STI), long-term incentive (LTI) and salary;
- (f) reviewing recommendations made by the CEO on the remuneration, including any proposed awards made under any employee incentive scheme, of the Company's other Senior Executives, including any key management personnel;
- (g) reviewing the CEO's recommendations regarding performance targets for the Company's other Senior Executives, including any key management personnel, and the level of performance or achievement against those targets;
- (h) reviewing the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total), including the process by which any pool of directors' fees approved by shareholders is allocated to non-executive directors;
- (i) determining if shareholder approval is needed for any changes to remuneration;
- (j) reviewing any remuneration report that may be required and reviewing disclosure of any relevant information required in each annual report;
- (k) reviewing the design of the Company's employee incentives schemes, including reviewing performance hurdles for any such employee incentive scheme and keeping those performance hurdles under review;
- (l) reviewing proposed grants of awards under any employee incentive scheme of the Company;
- (m) ensuring that if there is an employee incentive plan adopted by the Company, the Group:
  - (i) has a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the employee incentive plan; and
  - (ii) discloses that policy (or a summary of it);
- (n) reviewing superannuation arrangements for directors and other employees;
- (o) assessing whether there is any gender or other inappropriate bias with respect to the remuneration for directors, Senior Executives or other employees; and
- (p) any other responsibilities as determined by the Nomination and Remuneration Committee or the Board from time to time,

and making recommendations to the Board in relation to the matters above.

## 6. Nomination and Remuneration Committee meetings

6.1 The Nomination and Remuneration Committee will meet as often as it considers necessary.

- 6.2 The quorum for a Nomination and Remuneration Committee meeting is two Nomination and Remuneration Committee members.
- 6.3 Nomination and Remuneration Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 6.4 The Nomination and Remuneration Committee may invite anyone it considers appropriate to attend Nomination and Remuneration Committee meetings.
- 6.5 The Nomination and Remuneration Committee must keep minutes of its meetings and shall report these regularly to the Board.
- 6.6 The Nomination and Remuneration Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

## 7. Review of committee performance

- 7.1 The Nomination and Remuneration Committee will, on an annual basis, undertake a self-assessment of its performance and provide the results of such assessment to the Board.
- 7.2 The Nomination and Remuneration Committee will:
  - (a) provide any information requested by the Board to facilitate a review of its performance; and
  - (b) obtain feedback from the Board on its performance and implement any agreed actions.

## 8. Access to information and independent advice

- 8.1 The Nomination and Remuneration Committee may seek any information that it considers necessary to fulfil its responsibilities.
- 8.2 The Nomination and Remuneration Committee has access to the Company's Senior Executives to seek explanations and information.
- 8.3 The Nomination and Remuneration Committee may meet and seek professional advice from appropriate external advisers, at the Company's cost. The Nomination and Remuneration Committee may meet with external advisers without Senior Executives being present.

## 9. Review and changes to this charter

The Nomination and Remuneration Committee will review this charter every two (2) years or as often as it considers necessary.

## 10. Approved and adopted

This charter was last reviewed and approved by the Board on 27 May 2026.