

# Nomination and Remuneration Committee Charter

## **Shine Corporate Ltd (the “Company”)**

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## 1. PURPOSE

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### 1.1 Overview

The Nomination and Remuneration Committee (the **Committee**) is a Committee of the Shine Corporate Ltd Board. The purpose of the Committee to review and make recommendations to the Board on the following:

- (a) composition of the Board;
- (b) appointment of directors to the Board;
- (c) performance of the Board and its committees;
- (d) Group remuneration strategy and policy;
- (e) people and culture including, but not limited to, talent attraction and management;
- (f) succession planning for Board and key management roles;
- (g) remuneration for the Board, Managing Director & CEO, CFO and other direct reports to the Managing Director & CEO; and
- (h) such other matters as are delegated by the Board from time to time.

### 1.2 Scope

For the avoidance of doubt, the Committee discharges the above responsibilities in relation to the Company and as applicable, the entities it controls (the **Group**).

### 1.3 Administrative Powers

The Committee also exercises the administrative powers delegated to it by the Board.

## 2. ADMINISTRATION

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### 2.1 Membership & Expertise

- (a) The Board appoints the members and Committee Chairman.
- (b) The Committee must be composed of at least three Board members. A majority of the members of the Committee must be independent non-executive directors.
- (c) The Committee Chairman must be an independent non-executive director.

- (d) The Board may, by resolution, remove and replace members of the Committee.
- (e) Each Committee member must have a reasonable knowledge of the Group and dedicate the necessary time and attention to Committee meetings.
- (f) The duties and responsibilities of a member of the Committee are in addition to those set out for a member of the Board of Directors.
- (g) The Company's Company Secretary will be the secretary of the Committee.

## **2.2 Meetings**

- (a) The Committee will meet a minimum of three times per annum on dates determined by the Committee Chairman or more frequently if required as determined by the Committee Chairman.
- (b) A quorum for any meeting shall be at least two members of the Committee.
- (c) In the event that Committee Chairman is absent from any meeting, the Committee members present shall appoint one of those present to be Chair of that meeting.
- (d) Meetings are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board and the Committee should seek to determine matters before the Committee by consensus.
- (e) Subject to the discretion of the Committee Chairman, the Company's Managing Director & CEO may attend all Committee meetings by standing invitation, but may be asked to leave at any time. The Committee may invite other people including any Employee to attend all or part of its meetings.
- (f) Members of the Board who are not Committee members are entitled to attend Committee meetings but cannot vote on any matter being considered.
- (g) Any person with a material personal interest in a matter being considered at a meeting must not be present for consideration of that matter.
- (h) The agenda for meetings is determined by the Committee Chairman in consultation with the Committee Secretary and others as expressly directed by the Committee Chairman.
- (i) Reports and other papers of the Committee are available to all members of the Board, subject to the rules in relation to conflict of interests set out in the Board Charter from time to time.
- (j) Decisions of the Committee may be made at a duly called and constituted meeting or otherwise agreed by all Committee members.

## **2.3 Minutes**

- (a) The Committee Secretary must prepare minutes for each Committee meeting.
- (b) The draft minutes of each Committee meeting are to be reviewed by the Committee Chairman and circulated to all Committee members by the Committee Secretary as soon as practicable after each Committee meeting and included in the next Committee meeting pack.
- (c) A copy of the Committee minutes, once they have been approved by the Committee, are to be signed by the Committee Chairman and made available to the Company's Board.

## **3. AUTHORITY**

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- (a) The Board has authorised the Committee to perform the activities required to discharge its responsibilities.
- (b) The Committee is authorised by the Board to investigate any activity it deems appropriate and may seek assistance or information from any officer or employee of the Company all of whom must co-operate with any such request made by the Committee.
- (c) The Committee is authorised to engage any firm of accountants, lawyers, remuneration consultants or other professional advisers it deems fit to assist it in discharging its responsibilities or to provide independent counsel and advice to the Company.

## **4. REPORTING**

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The Committee shall report to the Board about Committee activities and make recommendations to the Board on matters relevant to the Committee's purpose. The Committee will prepare any reports required by law, the ASX Listing Rules or otherwise requested by the Board.

## **5. RESPONSIBILITIES**

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### **5.1 Remuneration Strategy & Policies**

The Committee will review the remuneration strategy and policies of the Group and recommend them to Board.

### **5.2 Employment Terms and Conditions**

The Committee has the following responsibilities in relation to employment terms and conditions:

- (a) reviewing and approving the terms and conditions set out in the standard executive and senior management employment contract; and
- (b) reviewing the contractual termination rights of executives to ensure that they are reasonable and comply with the requirements of Part 2D.2 of Chapter 2D of the Corporations Act.

### **5.3 Incentive Schemes**

The Committee is responsible for reviewing and making recommendations to the Board on short-term and long-term incentive schemes and any other bonus schemes offered by the Group.

### **5.4 Annual Remuneration Review**

The Committee has the following responsibilities in relation to annual remuneration reviews:

- (a) ensuring the annual remuneration budget and review process align with the Company strategy and are appropriate with regard to industry benchmarks, Company performance and other relevant factors;
- (b) reviewing remuneration costs to be included in the annual budget (including total fixed remuneration, short-term incentive, long-term incentive and any other benefits) for the Board, Managing Director & CEO, CFO and other direct reports to the Managing Director & CEO; and
- (c) reviewing the proposed performance of and incentive payments payable to the Managing Director & CEO, CFO and other direct reports to the Managing Director & CEO following the conclusion of each financial year.

### **5.5 Diversity**

The Committee has the following responsibilities in relation to diversity:

- (a) reviewing and recommending any amendments to the Company's Diversity Policy to the Board;
- (b) reviewing and reporting at least annually to the Board on diversity metrics, including, but not limited to the relative proportion of women and men within:
  - (i) the Shine Group;
  - (ii) senior management; and
  - (iii) the Board.

### **5.6 Talent Management and Succession Planning**

The Committee has the following responsibilities in relation to talent management and succession planning:

- (a) reviewing the talent management policies and procedures to ensure the Company is able to attract and retain talent and providing recommendations to the Board on those matters;
- (b) undertaking succession planning for the role of Managing Director & CEO; and
- (c) reviewing the proposed succession plan for all direct reports to the Managing Director & CEO and all other key strategic and leadership roles in the Group in order to ensure appropriate succession plans are in place and providing recommendations to Board on those matters.

#### **5.7 Board nomination responsibilities**

The Committee has the following responsibilities in relation to the Board:

- (a) assessing the skills, knowledge, experience, independence and diversity on the Board;
- (b) assessing the skills, knowledge, experience, independence and diversity required by the Board and using this information to establish role and capability descriptions for new appointments;
- (c) establishing processes for the identification of suitable candidates for appointment to the Board as additional members or to succeed existing members and reviewing Board succession plans;
- (d) establishing processes for the review of the Board, its committees and individual Directors;
- (e) establishing induction and continuing professional development programs for Directors;
- (f) reviewing and reporting, at least annually, on the relative proportion of women and men on the Board;
- (g) making recommendations to the Board on Director appointments and Board and Committee structure; and
- (h) making recommendations to Board on the re-election of Directors.

## 6. ANNUAL REVIEW

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### 6.1 Performance of Committee

The Committee will undertake an annual review of its performance against the requirements of this Charter and provide that information to the Board along with any recommendations resulting from the review.

### 6.2 Review of Charter

This Charter was initially adopted on 1 July 2017 and is subject to annual review by the Board.

## 7. DEFINITIONS AND INTERPRETATION

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### 7.1 Definitions

Term	Definition
<b>ASX</b>	ASX Limited ACN 008 624 691 and the exchange operated by it.
<b>Board</b>	The Company's board.
<b>Company</b>	Shine Corporate Ltd (ACN 162 817 905) and, as the context requires, the entities it controls.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth), as amended from time to time.
<b>Employee</b>	Any employee of the Company.

### 7.2 Interpretation

Concepts not defined in this document but which have a meaning in the Corporations Act or the Listing Rules have that same meaning in this document.