



Remuneration & Nomination Committee Charter

Version 1

ERM Power Limited
ABN 28 122 259 223

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1. Introduction

The Board of directors of ERM Power Ltd (**Company**) resolved to establish a committee of directors to be known as the Remuneration & Nomination Committee (**Committee**). Its objectives, duties, composition, term of office, and responsibilities are set-out in this Charter.

2. Objectives

The objectives of the Committee include:

1. To support and advise the Board on the Company's overall remuneration policy and strategy;
2. To ensure the Company attracts and retains talented and experienced staff and has adequate depth and succession capability;
3. To ensure staff are fairly and responsibly rewarded having regard to the performance of the Company, the performance of the executive and the external compensation environment;
4. To ensure remuneration policies and practices comply with statutory and regulatory requirements;
5. To undertake any other remuneration related task as delegated from the Board; and
6. To support and advise the Board on the composition of the Board to ensure that it is comprised of individuals who are best able to discharge the responsibilities of Directors, having regard to the law and the highest standards of governance.

3. Duties

The duties of the Committee are to review and make recommendations to the Board on the following:

1. The remuneration for non-executive directors including the Chair, committee chairs and payments to non-executive directors for additional duties undertaken on behalf of the Company;
2. The remuneration packages of the Managing Director and senior executives reporting to the Managing Director;
3. Employee equity plans and incentive schemes, changes to such schemes as required, and any malus or clawback to be applied;
4. Contractual rights of the senior executives on termination, and any payments made or proposed, to determine whether they are reasonable in the circumstances;
5. Reviewing and reporting, at least annually, on the relative proportion of women and men at all levels of the Company;
6. Whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
7. The remuneration report to be included in the Company's annual report;
8. The identification of the skills required by the Board and its committees, setting out the mix of skills and diversity the Board is looking to achieve;
9. From time to time assessing the extent to which the required skills, diversity, experience and expertise are represented on the Board and its committees (Board Skills Matrix);
10. Board succession plans - by establishing processes for the identification of suitable candidates for appointment to the Board and its committees, as additional members or to succeed existing members, having regard to the Board Skills Matrix and how the candidates' attributes will balance and complement the existing qualities;

11. Establishing and implementing processes for evaluating the performance of the Board as a whole, its committees and individual Directors;
12. Ensuring there are plans in place to manage the succession of the CEO and other senior executives; and
13. To propose changes necessary to this charter.

4. Composition

The Committee is appointed by the Board for an indefinite term until revoked or terminated. It is to be comprised solely of at least three directors, the majority of whom are independent, one of which is the Chair as appointed by the Board.

Appointed Committee members are each a voting Committee member.

5. Meetings

A quorum shall consist of two voting Committee members. The Committee may invite executive Directors or management to participate in meetings from time to time but should also meet without their presence.

The Committee may appoint a Secretary of the Committee. The Secretary is responsible in conjunction with the Chair for drawing up to agenda which is to be circulated ideally at least one week prior to a scheduled meeting, to members of the Committee and to persons nominated by the Chair.

The Secretary is also responsible for keeping the minutes of meetings of the Committee, and circulating them to Committee members.

The Committee may hold regular meetings as required in order to fulfill its duties. In addition, the Chair must call a meeting of the Committee if requested to do so by the Board.

6. Access to Information

The Committee has the authority to seek remuneration related information from the Secretary, and CFO as required.

The Committee is authorized to consult independent experts for advice as it reasonably considers necessary to execute its duties and responsibilities.

Any remuneration consultant engaged by the Board or the Committee must only provide recommendations directly to either the directors of the Company or the Committee, in compliance with sections 206K-206L of the Corporations Act 2001.

7. Reporting

The Chair is required to report the findings and recommendations of the Committee to the Board, as necessary. The Committee has no executive powers with regard to its findings and recommendations. These executive powers remain with the Board.

8. Remuneration Policy

The Committee will recommend a Remuneration Policy to the Board which, amongst other matters, distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives.

9. Charter

The Committee Charter shall be approved by the full Board. The Committee shall review the Charter each year to ensure its relevance and the effectiveness of the Committee and make recommendations for any amendment to the Board.

10. Policy Information

Document Number	ERM00153.20_250718
Policy Status	Version 1
Approval Body	ERM Power Board
Endorsement Body	Group General Counsel & Company Secretary
Related Policies	Remuneration Policy
Policy Maintained by:	Group General Counsel cosec@ermpower.com.au



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