

**Definitions:** Capitalised terms used throughout this Charter are defined in paragraph 11.

### 1. Purpose

This Charter sets out the role and responsibilities of the Committee.

The Committee is a committee established by the Board pursuant to the Constitution.

### 2. Role and responsibilities

The role of the Committee is to advise and assist the Board in relation to:

- (a) reviewing remuneration strategy and policy (with a view to ensuring that the strategy fosters long-term, sustainable growth and success) and making recommendations to the Board;
- (b) monitoring the implementation by management of the remuneration strategy and reporting to the Board;
- (c) recommending to the Board remuneration for non-executive Directors;
- (d) recommending to the Board remuneration packages for executive Directors and Officers, as well as other Key Management Personnel when considered appropriate by the Committee or requested by the Board;
- (e) reviewing the appropriateness of the nature and amount of the remuneration of Key Management Personnel on a periodic basis;
- (f) overseeing the implementation of any employee incentive plan;
- (g) reviewing and making recommendations to the Board on other forms of employee incentives; and
- (h) reviewing compliance with relevant regulatory requirements and potential developments relating to remuneration.

The Committee must at all times act in accordance with the Remuneration Policy.

### 3. Composition and term

The Committee shall comprise of at least three members, all of whom must be non-executive independent Directors.

The Board will appoint or replace members to the Committee and elect the Chair.

#### 4. Meetings

The Committee will meet at least annually. The Committee will hold any additional meetings it considers necessary in order to fulfill its responsibilities or as requested by a member of the Committee.

A quorum for meetings of the Committee will be two members of the Committee.

Committee members will be invited to disclose any conflicts of interest at the commencement of each meeting.

Meetings of the Committee may be held face-to-face or in two or more places linked together by any technological means by which members can participate in a discussion.

The notice and agenda of meeting will include relevant supporting papers as appropriate.

The Committee may invite other people, including management, to attend meetings as it sees fit, and consult with other people or seek any information it considers necessary to fulfill its responsibilities. However, no person will be directly involved in deciding their own remuneration.

#### 5. Voting

Any matter requiring a decision of the Committee will be decided by a majority of votes of members present at the meeting and able to vote.

Subject to this paragraph 5, each member of the Committee has one vote on a matter arising at a meeting of the Committee.

In the case of equality of votes, the Chair, in addition to a deliberative vote, will have a casting vote.

#### 6. Authority

The Committee is not a policy making body. It assists the Board by implementing Board policy and making recommendations that require Board approval.

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee is to have access to adequate resources and has a right to access management and to seek additional information and explanations where it considers it appropriate. The Committee may obtain independent professional advice in the satisfaction of its duties at the expense of the Company.

#### 7. Secretariat duties

The company secretary of the Company or another delegated person will undertake the duties of secretariat of the Committee.

## 8. Minutes

Proceedings of all Committee meetings will be minuted, approved by the Chair and circulated to the members of the Committee.

The minutes must be ratified at the next meeting of the Committee and signed by the chair of that next meeting.

## 9. Reporting to the Board

The Chair is to report to the Board as required after each Committee meeting. The manner of reporting may be by distribution of a copy of the minutes, supplemented by other necessary information, including recommendations requiring Board approval and/or action.

## 10. Review and Amendment of this Charter

The Committee shall review this Charter periodically to ensure that it remains consistent with the Board's objectives and responsibilities. If necessary, the Committee shall recommend changes to the Board for approval. The Board should consider the Committee's review and either approve or further review this Charter.

Any amendments to this Charter, other than updates for changes in the Group's branding or position titles, must be approved by the Board.

The Committee may make recommendations to the Board in relation to the Committee's membership, role and responsibilities.

## 11. Definitions

Defined terms used in this Charter have the following meanings:

Term or Abbreviation	Definition and Explanation
<b>Board</b>	means the board of Directors.
<b>Charter</b>	means this remuneration committee charter.
<b>Chair</b>	means the person who has been elected as the chair of the Committee in accordance with this Charter.
<b>Committee</b>	means the remuneration committee of the Company.
<b>Company</b>	means Omni Bridgeway Limited (ABN 45 067 298 088).
<b>Constitution</b>	means the constitution of the Company
<b>Director</b>	means a director of the Company.

Term or Abbreviation	Definition and Explanation
<b>Group</b>	means the Company and its related bodies corporate (as that term is defined in section 9 of the <i>Corporations Act 2001</i> (Cth)).
<b>Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Officer</b>	has the meaning given in section 9 of the <i>Corporations Act 2001</i> (Cth)).
<b>Remuneration Policy</b>	means the remuneration policy of the Company approved by the Board.

**The most recent amendments to this Charter approved by the Board take effect on 26 June 2020.**