



Culture, Governance & Nomination Committee Charter.

Money in Motion

Culture, Governance & Nomination Committee Charter

1. Purpose

This Charter sets out the role, responsibilities, composition and operation of the Culture, Governance and Nomination Committee (**the Committee** or **CGNC**) of EML Payments Limited (**EML** or the **Company**), within the governance structure of EML and its wholly owned subsidiaries (the **Group**).

2. Authority

The Committee is established by, and reports to the Board of Directors (**the Board**);

- The Committee is appointed to assist the Board to fulfill the Board's statutory, fiduciary, governance and regulatory responsibilities;
- The Committee is authorised to perform activities within the scope of responsibilities set out in this Charter and to make appropriate recommendations to the Board;
- The Committee will have unrestricted access to EML's Senior/ Executive Management to seek any information it requires for any entity in the Group, or any other matter the Committee deems necessary to investigate. The Committee may, if it deems appropriate hold private meetings with advisors or management personnel as the Committee may require
- The Committee is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions; and
- The Committee will not have the authority to make determinations on behalf of the Board.

3. Composition

The Committee will comprise a minimum of three non-executive directors, the majority of whom are independent;

- Appointments and revocations of appointments to the Committee will be determined by the Board. No executive directors will be appointed to the Committee;
- The Chair of the Committee will be an independent non-executive director, appointed by the Board from the Committee's members;
- The composition of the Committee will be reviewed annually by the Board to ensure an appropriate balance of expertise, skills and experience with regards to ASX Listing Rules, Corporations Act and the general law applicable to such matters; and
- The Company Secretary of the Board will be the Secretary of the Committee.
- The Company Secretary, in conjunction with the Committee Chair, shall draw up an agenda, which shall be circulated to each member of the Committee, the Managing Director and Group Chief Executive Officer (**Group CEO**) and others requested to attend any meeting, together with any papers, in a timely manner.
- New members are provided with a copy of the Committee's Charter and other specific information about the Company as part of their induction.

4. Meetings

The Committee will meet at least three times annually or otherwise as is required to undertake its role effectively;

- A quorum for any meeting will be at least two Committee members;
- Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee;
- The Committee may invite any executive director, Senior Management or external adviser to attend part or all of any meeting;
- The Committee will approve each year, a meeting planner for the next year, which identifies and allocates to a planned meeting on a set date in that year items of Committee business considered essential to the due performance of its role and discharge of its duties; and
- Copies of Committee papers and reports, together with minutes of each Committee meeting, will be circulated to all directors.

5. Conflicts of Interest

All Directors must have the ability to recognize and disclose actual, perceived and potential conflicts and ensure they are appropriately managed or avoided so as to ensure that priority is given to the interests of shareholders.

- Conflict procedures are included as a standard Committee agenda item for every meeting. The Committee Chair invites members to disclose conflicts of interest with regard to any agenda item at the commencement of each meeting.
- Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have an actual or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

Culture, Governance and Nomination Committee Charter continued

6. Role and Responsibilities

The overall role of the Culture, Governance and Nomination Committee is to assist the Board in fulfilling its fiduciary and governance responsibilities in relation to corporate governance and oversight of EML's organizational capabilities, implementation of the Company's Environmental, Social Governance (ESG) and people management frameworks and the appointment, induction, annual review and succession of the Board and Senior Management.

The Committee's key responsibilities and functions are to make recommendations and assist the Board in the discharge of its responsibilities in relation to:

Culture

The Committee has oversight over the:

- All people related and culture issues (excluding remuneration) including the Human Resources strategic plan;
- Workplace Health and Safety reporting, policies and their implementation;
- Diversity and inclusion policies, their implementation and regular assessment and reporting against objectives;
- Organizational People and Cultural metrics and implementation of improvement initiatives;
- Environmental, Social and Governance policy development;
- The design, implementation and effectiveness of the social, environmental and ethical sustainability framework and associated strategy;
- In conjunction with the ARC Committee, development of the ESG related policies and the Company's reporting of social, environmental and ethical sustainability performance and Modern Slavery Statements; and
- The regular review of the Company's social, environmental and ethical sustainability policies and practices to meet stakeholder expectations.

Governance

- Administration and reporting of annual board reviews including managing follow up of action items;
- Oversee development and review of board guidelines on board minutes and papers;
- Oversee and review reporting of the annual Board skills matrix;
- Oversight of annual board calendar
- Oversee and annual review of the Securities Trading Policy
- Oversee and review reporting for the Annual Modern Slavery Statement; and
- Oversee and review reporting for the Annual Corporate Governance Statement.
- Oversee and review the subsidiary governance framework

Nominations

- Succession planning in relation to the Board and KMP;
- Engaging and managing the process with external search firms when recruiting for board directors or the CEO;
- Reviewing board composition including ensuring it is the appropriate size, composition and diversity;
- Recommending to the Board the appointment, re-election and removal of directors;
- Reviewing the independence of each director in accordance with the criteria set out in the ASX Governance Principles and Recommendations;
- Review the Board's access to continuing education to update and enhance their skills and knowledge;
- Ensure the induction of new directors through a comprehensive induction program; and
- Reviewing and confirming the annual election of directors.
- Review and confirm the appointment of Subsidiary Board directors
- Review and note Subsidiary director remuneration

Culture, Governance and Nomination Committee Charter continued

6. Vacancies and New Appointments

- When a Board vacancy arises for any reason or the Board decides a new director is required with particular skills, the Committee must prepare a list of candidates considering:
 - What may be appropriate for EML and the Group;
 - The skills, expertise and experience required;
 - The mix of those skills, expertise and experience with those of the existing directors; and
 - The perceived compatibility of the candidates with the Group and with the existing directors.
- Potential candidates to be appointed as directors should then be considered by the Board, with advice from an external consultant if the Board considers this to be appropriate. Persons appointed in this manner continue in office only until the next AGM and are then eligible for election.

7. Reviews

The Committee will:

- Review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair; and
- Review this Charter annually to ensure that it remains consistent with the Committee's objectives and responsibilities, current law and best practice. Amendments to the Charter, other than miscellaneous updates, are to be approved by the Board.