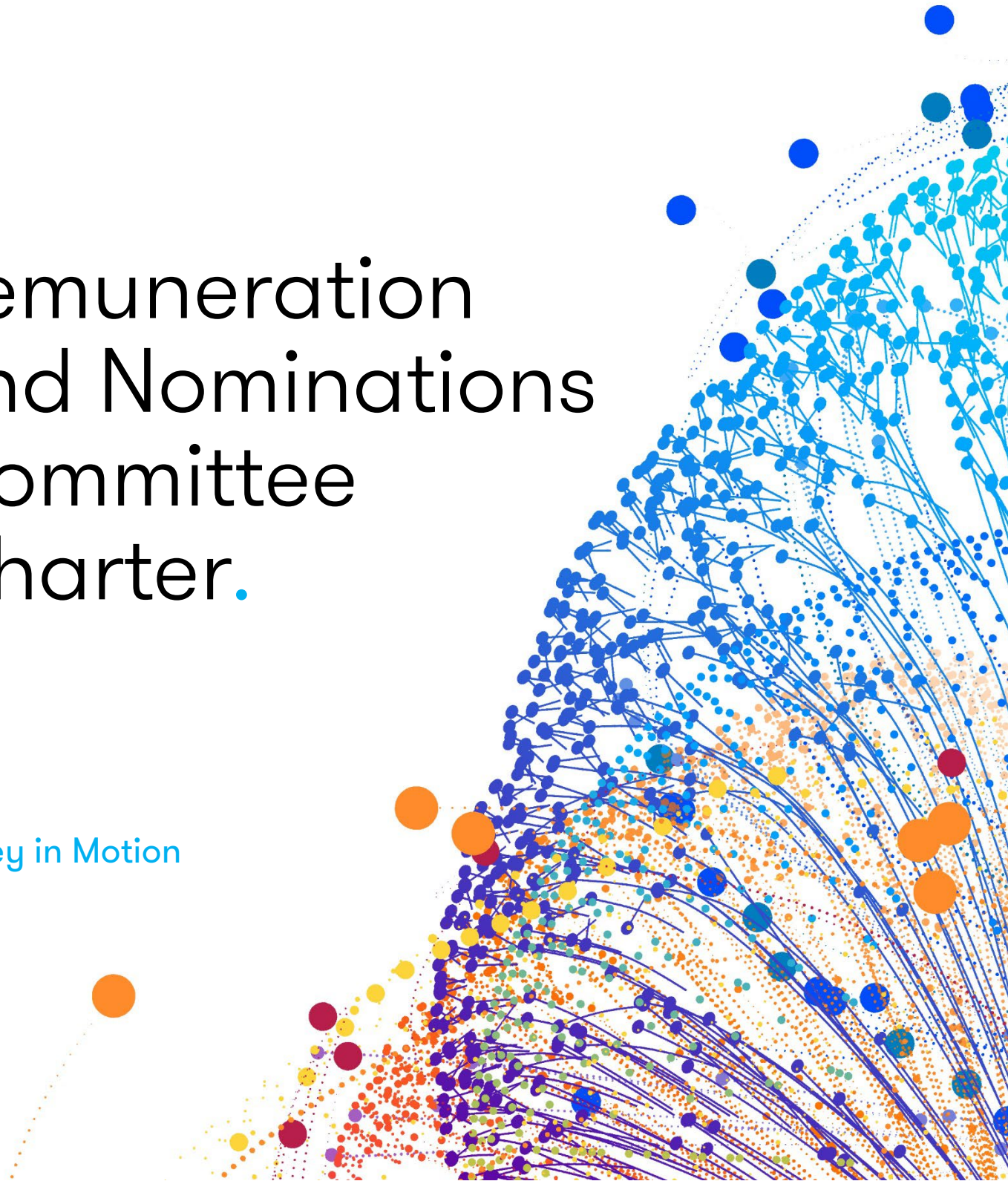




# Remuneration and Nominations Committee Charter.

Money in Motion



# Remuneration and Nominations Committee Charter

## 1. Purpose

This Charter sets out the role, responsibilities, composition and operation of the Remuneration and Nomination Committee (the **Committee** or **RNC**) 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;
- 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 quarterly 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 recognise and disclose actual, perceived, and potential conflicts and ensure they are appropriately managed or avoided 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 regarding 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.

## 6. Role and Responsibilities

The overall role of the Remuneration and Nomination Committee is to assist the Board in fulfilling its fiduciary and governance responsibilities in relation to corporate governance as it relates to remuneration and nominations and oversight of EML's organizational capabilities, people management, remuneration frameworks, the appointment, induction, annual review and succession of the Board and Senior Management (comprising of the Group CEO, The Group CEO's direct reports and such other individuals as the Committee determines from time to time) and appropriately align their interests with those of key stakeholders.

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

### Group Remuneration Policies

- Including developing and maintaining the policies and frameworks that guide and govern Senior Management remuneration decisions, practices, and outcomes, keeping in mind the need to:
  - align the remuneration policy with the achievement of group strategy and objectives;
  - attract, retain, and motivate skilled directors and Senior Management encouraging them to pursue the Company's growth and success without rewarding conduct that is contrary to EML's values or risk appetite;
  - provide an equitable remuneration framework, providing a reasonable balance between fixed, short-term, and long-term remuneration components; and
  - align remuneration to individual and group performance, including incentive programs that are challenging, that does that have gender or other inappropriate bias, and linked to the creation of value for shareholders.
- Remuneration generally, including:
  - evaluating and approving the remuneration packages (including fixed remuneration, short term and long-term incentives and any other benefits or arrangements) of the Group CEO, Executives, and other members of Senior Management;
  - evaluating and approving the remuneration arrangements for directors;
  - monitoring compliance with the non-executive remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool; and
  - engagement of remuneration consultants.
- Short and long term incentive plans, including:
  - plan terms and conditions, including amendments;
  - performance hurdles, if any;
  - invitations to participate in offers and the terms of participation;
  - achievement of performance hurdles (if any) and the final level of any payments, grants, or allocations; and
  - recruitment, retention, and termination policies.
- Performance evaluation processes, including:
  - developing and implementing plans for identifying, assessing, and enhancing competencies of Senior Management and ensuring the annual performance evaluation of each Senior Manager
- The Committee has oversight of the:
  - adequacy of resourcing across the Group, including organisational structure and design.
- Organisational People and Cultural metrics and implementation of improvement initiatives.

## Nominations

- Succession planning in relation to the Board and KMP;
- Engaging and managing the process (including costs) with external search firms when recruiting for board directors or the CEO;
- Reviewing board composition 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;
- Reviewing and confirming the annual election of directors;
- The appointment and routine annual reviews of Subsidiary Board directors including remuneration and skills composition.

## Board review

- Administration and reporting of annual board review process;
- Agree who should engage with shareholders, governance advisers, proxy advisory firms and other relevant external parties on the remuneration policy and the Committee's work on behalf of the board;
- Ensure that shareholder approval is sought for remuneration matters which require it (termination payments and awarding shares to executive directors);
- Oversee and review reporting of the annual Board skills matrix;

## Vacancies and New Appointments

- When a Board vacancy arises or the Board decides a new director is required with specific 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. All newly appointed Directors must be elected by shareholders at the next AGM to continue in office.

## 7. Review of RNC

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.