
OPENN NEGOTIATION LIMITED (ACN 612 329 754)

Remuneration and Nomination Committee Charter

Adopted: 10 May 2021

1. Introduction

The Board of Directors (**Board**) of Openn Negotiation Limited (**Company**) has established the Remuneration and Nomination Committee (**Committee**).

This document governs the composition, role and responsibilities of the Committee in conjunction with the Company's Constitution.

2. Objectives of the Committee

The primary objectives of the Committee are to assist the Board to discharge its obligations by assisting and advising the Board on the following matters:

- appointment, induction, development, evaluation and retirement of Directors;
- remuneration policy for non-executive Directors;
- reviewing and making recommendations on the remuneration of executive Directors, Managing Director/Chief Executive Officer and senior executives;
- reviewing and approving executive remuneration policy to enable the Company to attract and retain executives to create value for the Company and to ensure the policy demonstrates a relationship between executive performance and remuneration; and
- review the Company's policies for the recruitment, retention, remuneration, incentivisation and termination of managers.

The Committee will undertake the functions of the Remuneration Committee and Nomination Committee referred to in the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Best Practice Recommendations*.

The Committee will advise the Board and make recommendations regarding the appropriate material and disclosures to be included in the Company's Corporate Governance Statement under the ASX Listing Rules and review those parts of the Company's annual report which relate to the Company's remuneration and employment policies and practices.

The Board has ultimate responsibility for the integrity of the Company's remuneration and employment policies and practices and the performance of Directors, officers and employees, notwithstanding the establishment and role of the Committee.

3. Responsibilities of the Committee

The primary responsibilities of the Committee are to assist the Board in performing the following functions:

3.1 **Remuneration – non-executive Directors**

Review and make recommendations to the Board on remuneration policies for non-executive Directors (including fees and other benefits).

3.2 **Executives Directors and executive officers**

Review and make recommendations to the Board on:

- short and long-term remuneration for executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer, the Chief Technology Officer and Chief Operating Officer;
- superannuation arrangements for executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer, the Chief Technology Officer and Chief Operating Officer;
- any termination payments to be made to executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer, the Chief Technology Officer or Chief Operating Officer (which are to be agreed in advance and include detailed provisions in case of early termination); and
- the development of any equity-based plan to apply to executive Directors, the Managing Director/Chief Executive Officer, the Chief Financial Officer, the Chief Technology Officer and Chief Operating Officer.

In making its recommendations, the Committee should ensure that the remuneration policies:

- motivate executive Directors and officers to pursue the long-term growth and success of the Company;
- demonstrate a clear relationship between performance and remuneration; and
- involve an appropriate balance between fixed and incentive remuneration, reflecting the short and long-term performance objectives to the Company circumstances and goals.

3.3 **Equity incentives and incentive scheme participation**

Review and make recommendations to the Board on the appropriate grant of any equity securities and participation in any employee incentive scheme of the Company.

3.4 **Nomination related matters**

The responsibilities of the Committee with regard to nomination-related matters are:

- consider the appointment and retirement of Directors;
- undertake appropriate background and other checks before nominating a person, or putting forward to shareholders a candidate for election, as a Director;
- assist the Board in ensuring that the Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director;
- assess the necessary and desirable competencies of Directors;
- oversee the Directors' induction program;

- ensure that Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
- ensure that Directors have access to appropriate continuing education to update and enhance their skills and knowledge;
- develop Board succession plans to ensure an appropriate balance of skills, experience and expertise is maintained;
- review the time commitment required from non-executive Directors and whether Directors are meeting that commitment; and
- evaluate the Board's performance.

3.5 **Human resource policies**

Review human resource policies and practices for the Company's employees.

3.6 **Other**

Consider any other matters referred to the Committee by the Board.

4. Powers and Authority

4.1 **Access**

The Committee has rights of access to the Company's management and to seek access to the Company's auditors (internal and external) without management present, for the purposes of performing its function under this document.

The Committee may request any Company records or other information it requires from any officers, employees, contractors or agents of the Company.

The Company's external auditor will have unlimited free access to members of the Audit Committee.

4.2 **Enquiries**

The Committee has the power to conduct any enquiry or investigation relevant to its function under this document, including to interview any officers, employees, contractors or agents of the Company, and to seek explanations and additional information. For this purpose, the Committee may engage appropriate independent experts or professional advisors that it considers necessary at the cost of the Company.

4.3 **Professional and independent advice**

The Committee may seek input from individuals on remuneration policies, but no individual should be directly involved in deciding his/her remuneration.

In carrying out its functions, the Committee may take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of the Company.

Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee is to request professional advice or assistance via the Chairman.

4.4 **Resources**

The Committee may seek and consider educational information on topics relevant to the Company and the functions of the Committee, to assist in fulfilling the Committee's duties.

5. Reliance

The Committee may rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- an employee of the Company whom the Committee reasonably believes to be reliable and competent in relation to the matters concerned;
- an expert or professional advisor to the Company in relation to matters that the Committee reasonably believes to be within the person's expert or professional competence; or
- another Director or officer of the Company in relation to matters within the Director's or officer's authority.

6. Composition of the Committee

6.1 Members

The Committee will have at least 3 members who are to be appointed by the Board.

The members will, unless the Board determines otherwise (having regard to the size, nature and scope of the Company's operations), consist of:

- non-executive Directors, at least one of whom is considered to be 'independent' for the purposes of the Board Charter;
- at least one Director who has relevant experience or an understanding of the industry in which the Company operates; and
- Directors who have an appropriate level of understanding of the ASX Corporate Governance Principles and Recommendations.

6.2 Chair

The Committee should, where practicable, having regard to the size, nature and scope of the Company's operations, be chaired by a non-executive Director who is considered to be 'independent' for the purposes of the Board Charter (**Committee Chair**).

The Committee Chair should not be the chairperson of the Board.

6.3 Secretary

The Company Secretary will be the secretary of the Committee, unless the Board determines otherwise.

6.4 Invitees

Other Directors, senior management of the Company (including the Company's Managing Director/Chief Executive Officer, Chief Financial Officer, Chief Technical Officer and Chief Operating Officer, if applicable) may, from time to time, be invited to attend Committee meetings, if it is considered appropriate by the Committee.

Directors, officers and employees should not be present at any Committee meeting and must not vote on any matter in which they have a particular personal interest.

7. Meetings

7.1 Frequency

The Committee must meet at least once in each six months, and at such other intervals as reasonably required to perform its responsibilities.

7.2 Calling a meeting

A member of the Committee may request that the Company Secretary call a meeting of the Committee.

The Company Secretary must give all members of the Committee notice of the time, date and location of a proposed meeting far in advance as possible.

The Company Secretary will prepare an agenda, meeting papers and explanatory documents for a meeting of the Committee and submit them to the Committee Chair for approval prior to circulating to the members before the meeting.

7.3 Attendance and quorum

Members of the Committee may attend meetings in person or using telecommunications technology.

The quorum for a meeting of the Committee is at least 2 members who must be present at the beginning of the meeting and at all times during the meeting.

Further, if any independent Directors are members of the Committee, at least one such Director must also be present for a quorum to be met.

7.4 Acting chair

If the Committee Chair is not present for a meeting of the Committee or any part of that meeting, the other members present must elect one member as the acting chair.

7.5 Decision making

Decisions of the Committee will be based on a majority of votes. The Committee Chair will have a casting vote if the votes for and against a resolution of the Committee are equal.

The Committee may pass any resolution or otherwise approve any matter without a meeting if the resolution or approval is recorded in writing and signed by all members, provided that Committee Chair determines it appropriate to do so.

7.6 Minutes

The Company Secretary will be responsible for taking minutes of each Committee meeting and circulating them to Committee members as soon as practicable after the close of each meeting.

The minutes and other documentation of the Committee (such as written resolutions) will, where possible, be included in the meeting papers for the next Board meeting after each Committee meeting.

8. Reporting to the Board and Shareholders

The Committee should compile a report to the Board following each Committee meeting on the proceedings of the meeting, the outcomes of the Committee's reviews and recommendations, and any other relevant issues. This report should note the attendees of the meeting.

The Company should, at the end of each reporting period, disclose the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.

9. Performance Evaluation

The Committee will review its performance from time to time and whenever there are material changes to the management of the Company.

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this document.

10. Corporate Group

In this document, a reference to the Company includes any 'related body corporate' (as defined in the *Corporations Act 2001* (Cth)) of the Company, as the context requires.

11. Review and Publication of Charter

The Board will review the charter set out in this document on an annual basis, and may amend the charter, to ensure the effectiveness of the Committee and the Committee's roles and responsibilities are consistent with laws and regulations.

The Company will publish this document on the Company's website at:<https://hello.openn.com.au/investors>.