

Rozetta Institute Limited ACN 096 930 406

Nominations and Remuneration Charter

1. FORMATION

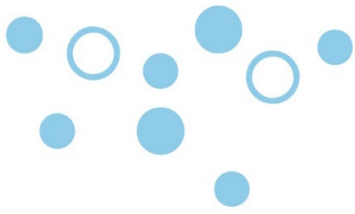
The Board has resolved to establish a Nominations and Remuneration Committee (**Committee**) and has delegated to it the responsibilities set out in this Charter.

The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matters on which it advises, except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

2. FUNCTION AND RESPONSIBILITIES

The role of the Committee is to assist and advise the Board in discharging its responsibilities in relation to the composition and performance of the Board and its Committees, including:

- (a) developing a policy for Board composition and size;
- (b) assessing necessary and desirable competencies of Directors and developing and maintaining a Board skills matrix, covering the skills, experience, personal attributes and diversity required of Directors, to assist succession planning, recruitment and professional development needs;
- (c) overseeing a succession plan for the Board to ensure there is an appropriate balance of skills, experience, diversity and expertise;
- (d) identifying potential candidates for the Board or appointing external consultants to identify potential candidates, overseeing the vetting process for potential candidates, including ensuring that any applicable pre-appointment checks and regulatory requirements are carried out;
- (e) making recommendations to the Board relating to the appointment, re-election and retirement of Directors;
- (f) developing a process for evaluating Board and Director performance (collectively and individually);
- (g) approving appropriate induction and continuing professional development programs;
- (h) assessing Committee Membership composition and performance, for recommendation to the Board;
- (i) considering potential conflicts of interests faced by Directors or Director candidates and making recommendations to the Board;



- (j) reviewing the ongoing independence of Directors and making recommendations to the Board;
- (k) reviewing and making recommendations for changes to Directors remuneration;
- (l) considering the process for who appoints and removes non-executive directors of operating subsidiary companies or investment vehicles; and
- (m) other matters referred to the Committee by the Board, including any performance appraisals, the appointment or termination of executives or members of the leadership team and executive remuneration.

In reviewing the composition and performance of the Board, the Committee will consider the term served by Directors to ensure that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy.

In selecting and recommending the appointment of new Directors, the Committee will ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness.

3. MEMBERSHIP

Members of the Committee will be proposed and approved by the Board.

The Board will appoint the Committee Chair who will be a member of the Committee.

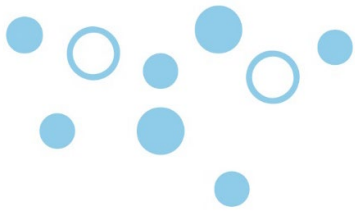
A separate Committee Chairman is to be appointed if, and when, the Committee is dealing with the appointment of a successor to the Board Chair or the Chair's performance review is being undertaken.

Where the composition of the Board allows, the Committee is to consist of:

- (a) a majority of independent directors;
- (b) membership which is of sufficient size and independence to discharge its mandate, but in any event the Committee will have at least three members; and
- (c) be chaired by an independent director.

Where the composition of the Board does not allow the Committee to consist of the above criteria, the Board is to establish the Committee with those directors who are considered to be the best qualified to serve on the Committee given their background and experience and be of a sufficient size to discharge its mandate.

Subject to the matters above, Committee membership may comprise of members other than directors.



4. QUALIFICATIONS

All members of the Committee should have sufficient experience given their background and training to be able to consider and contribute to the matters for which the Committee is responsible.

5. MEETINGS

Frequency

The Committee will meet as often as it considers necessary to discharge its responsibilities. However, it is intended that the Committee will meet at least twice each year. The meetings will be set in order to allow adequate time for preparation of substantive reporting to the Board.

Calling of meetings

The Committee Chair will call a meeting if formally requested to do so by any member of the Committee or any Director of the Company.

The Committee will appoint a secretary to the Committee.

Meetings will be convened by the Committee Secretary with at least 48 hours written notice of a meeting to be given to members.

Meetings of the Committee may be held in person or by communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

The Committee may pass a resolution without a meeting being held if 75% of the Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed at the date and time when the 75% threshold is met.

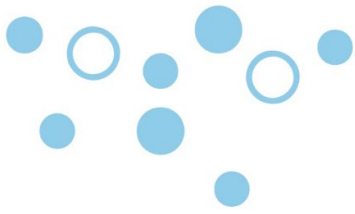
For these purposes, separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy. Any document referred to in this clause may be in the form of an electronic transmission.

Quorum

The quorum for a meeting of the Committee will be 50% of members of the Committee.

Members of the Committee will not participate in discussions and will not vote on any issues in respect of which there is an actual or perceived conflict of interest.

The Chair of the Committee does not have a casting vote.



Annual plan

An annual plan of the Committee's meetings and activities will be adopted after approval by the Committee.

Attendance

Directors who are not Committee Members may attend meetings.

The external auditor or any other external professional advisor may attend the meetings if invited by the Committee.

Distribution of Committee papers

Committee papers will be distributed by the Committee Secretary to all meeting invitees at least five days prior to each meeting.

Minutes

Minutes are to be kept of all meetings and circulated to the Committee as soon as practicable after each meeting for comment and approval. Minutes should be included in the next available Board pack for noting by the Board.

6. FEES

No fees will be paid to Committee members unless they are permitted by the Constitution.

7. ASSISTANCE

The Committee is authorised by the Board to take such independent legal, financial, remuneration, recruitment or other advice as it considers necessary at the Company's expense.

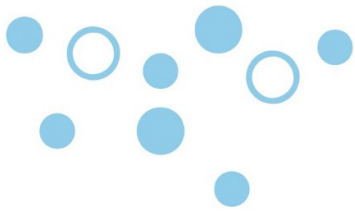
The Committee has the authority to seek any information it requires from any employee of the Company and all employees must comply with such requests.

8. REPORTING TO THE BOARD

The Committee will regularly report to the Board. These reports will contain all matters relevant to the Committee's responsibilities and will be comprehensive in order to ensure the Board as a whole has insight into the key issues discussed by, and the decisions made by the Committee. The reports will include recommendations made by the Committee on any specific decisions or actions the Board should consider.

In particular, the Committee will at least once a year:

- (a) review and recommend to the Board, succession planning generally and recommend any changes to the approved skills matrix and Board composition having regard to skills, experience and diversity;



- (b) conduct Board, Committee and Director performance reviews (collectively and individually) and report on the findings to the Board;
- (c) review the composition of Committees and submit recommendations to the Board for any changes to those Committees;
- (d) review and recommend any changes to the continuing professional development programs for Directors;
- (e) review and report to the Board on the independence of Directors to ensure independence is maintained;
- (f) review director remuneration to ensure it continues to be based on industry median rates and make recommendations for any changes to the Board;
- (g) review leadership team performance and remuneration including any short or long term incentives arrangements and make recommendations to the Board as appropriate.

9. REVIEW OF CHARTER

This Charter will be reviewed by the Committee annually, or as the Committee or the Board determines.

This document represents the Charter of the Nominations & Remuneration Committee as adopted by the Board on 15 August 2023.