



Nomination and Remuneration Committee Charter

COG Financial Services Limited (ACN 100 854 788) (the “Company”)

and its controlled entities (together, the “Group”)

1. THIS CHARTER

The Nomination and Remuneration Committee (“Committee”) is a committee of the Board.

This Charter sets out the role and responsibilities, composition and structure of the Committee.

The Board has delegated certain responsibilities to the Committee which will require formal reporting back to the Board. The ultimate responsibility for nomination and remuneration policy matters rests with the Board.

2. ROLE AND RESPONSIBILITIES

The Committee has the delegated responsibility from the Board to conduct detailed examinations of certain matters which may require the Board’s approval.

2.1 Nomination

The Committee is responsible for reviewing the following nomination matters:

- a. the process for the nomination and selection of directors to the Board, including evaluating the balance of skills, knowledge, experience, independence and diversity on the board. Procedures for the nomination and appointment of directors to the Board are governed by the Constitution, Listing Rules and the Corporations Act;
- b. conducting appropriate checks, including as to the person’s character experience, education, criminal record and bankruptcy history before appointing a Director or senior manager;
- c. succession plans for directors, the CEO and senior management;
- d. induction and continuing professional development programs for directors;
- e. the development and implementation of a process for evaluating the performance of the board, its committees and directors;
- f. the establishment and evaluation of the necessary and desirable competencies of the Board; and
- g. review and make recommendations in relation to any corporate governance issues, in respect to nominations and remuneration, as requested by the Board from time to time

2.2 Remuneration

The Committee is responsible for reviewing the following remuneration matters:

- a. remuneration and incentive framework for the Managing Director and/or Chief Executive Officer and senior executives;

- b. remuneration of Group non-executive directors including the process by which any pool of directors' fees approved by shareholders is allocated to directors;
- c. conducting reviews of major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures;
- d. recommending to the Board the terms of any industrial instruments or agreements of general application to some or all of the Company's employees;
- e. equity-based remuneration plans for senior executives and other employees;
- f. whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees; and
- g. recommending to the Board the remuneration report prepared in accordance with the Corporations Act 2001 (Cth) for inclusion in the annual directors' report.

The Committee will review the following matters and in doing so, shall consider whether any significant matters should be brought to the attention of the Board:

- a. staff induction programs;
- b. superannuation arrangements;
- c. senior management and key staff succession plans;
- d. recruitment, retention and termination strategies;
- e. staff resourcing trends and metrics; and
- f. other relevant matters identified from time to time, or requested by the Board.

3. COMPOSITION AND STRUCTURE

The Committee members are appointed, removed and/or replaced by the Board.

The Committee will consist of at least three directors, a majority of which are independent non-executive directors.

The Chairman will be an independent director.

A quorum shall be at least two directors or any greater number determined by the Board.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

Board members or senior management that are not members of the Committee may be invited to attend the Committee.

4. FREQUENCY OF MEETINGS

The Committee shall meet at least two times per annum and more frequently as

required. The Board will disclose in the Company's Annual Report the number of times the committee met throughout the relevant reporting period and the individual attendances of the members of the Committee at the meetings held throughout the period.

4.1 Access

In carrying out its responsibilities, the Committee:

- a. will have access to the company records and any other document, report, material or information in the possession of an employee or external advisor of the Company, as reasonably necessary to perform its functions; and
- b. may invite an employee or any other person to attend a meeting of the Committee, including without management present for the purposes of seeking explanations and additional information from a person.

The Committee Chairman shall have the authority to seek whatever independent, professional or other advice it requires in order for the Committee to carry out its responsibilities.

4.2 Reporting

The Committee reports to the Board and Committee meeting minutes will be provided to the Board for noting.

The Committee will ensure that the Board is provided with sufficient information to ensure informed decision making.

5. COMMITTEE PERFORMANCE

The Board will:

- a. review the membership of the Committee at least annually to ensure an appropriate balance of expertise, skills and experience; and
- b. make an evaluation of the performance of the Committee at least once every two years to determine whether it is functioning effectively by reference to current best practice.

6. REVIEW

The Committee will review its Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

Amendments to the Charter are to be approved by the Board.

Policy History

Last review: 30 June 2021 (effective)
Review frequency As required