



NOMINATION AND REMUNERATION **COMMITTEE CHARTER**

greenHy2 Limited
ABN 51 000 689 725

302/75 King Street Sydney NSW 2000
Australia



The Nomination and Remuneration Committee ('Committee') is a committee of the GreenHy2 Board ('Board'). This Charter sets out the role, responsibilities, composition and operation of the Committee.

ROLE AND RESPONSIBILITIES OF THE COMMITTEE

Ultimately responsibility for Director and Officer nomination and remuneration matters rests with the Board, however the Board has delegated certain responsibilities to the Committee which include the reviewing and providing recommendations on the:

- a) processes for nomination and selection;
- b) necessary and desirable competencies and experience;
- c) performance, and the process to review Director contributions;
- d) succession plans;
- e) induction programs;
- f) diversity of gender, age, background and skills;
- g) reviewing the remuneration and incentive framework for all GreenHy2 staff;
- h) reviewing and making recommendations regarding the remuneration and incentives for the CEO and Officers; and
- i) reviewing and making recommendations regarding the remuneration paid to members of the Board, committees and subsidiary Boards and committees.

The Committee will review the following matters and consider whether any significant matters should be brought to the attention of the Board or subsidiary boards:

- a) the processes for overseeing performance accountability and effective monitoring of senior management, including setting and evaluating performance against goals and targets;
- b) GreenHy2's remuneration structure, including STI and LTI arrangements and participation;
- c) taxation and compliance issues related to remuneration;
- d) incentives and behaviours arising from GreenHy2's remuneration structure;
- e) senior executive succession and key staff succession plans;
- f) recruitment, retention and termination strategies;
- g) achievement against gender diversity objectives and remuneration by gender;
- h) the remuneration report; and
- i) other relevant matters identified or requested by the Board.

The Committee has authority to investigate any activity within its Charter and any matters specifically requested by the Board.

COMPOSITION AND OPERATION

The members of the Committee and Committee Chair are appointed by the Board.

The Committee will consist of at least three members all of whom are non-executive directors. The majority of members must be independent directors. The Chairman of GreenHy2 Limited will chair the Committee.

The Committee shall meet at least two times per year, or more frequently as required. The Committee Chair will call a meeting of the Committee if requested by any member of the Committee, the external auditor, internal auditor or the Chairman of the Board.

A quorum shall be any two members or any greater number determined by the Board.

The Committee Chair is responsible for the conduct of all meetings, including briefing all directors in relation to the issues arising at meetings.

Committee resolutions shall be determined by a majority of votes of the members present and voting. In the case of an equality of votes, the Chairman shall have a casting vote.

Draft minutes documenting the proceedings and resolutions of each Board meeting shall be prepared by the Company Secretary promptly following the meeting for review by the Chairman, distribution to the Board and approval by the Chairman at the next Board meeting.

The Committee may delegate authority to subcommittees of the Committee.

ACCESS AND ADVISERS

The Committee has unrestricted access to GreenHy2's management.

The Committee may directly seek independent, professional or other advice as required to carry out its responsibilities.

The CEO, Company Secretary and senior HR manager may attend Committee meetings. The CEO and Company Secretary will not be present when issues relating to their remuneration are discussed.

RELATIONSHIP WITH OTHER GREENHY2 GOVERNANCE FORUMS

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

GreenHy2 non-executive directors who are not Committee members may attend Committee meetings.

The Committee will also provide reporting to Board Committees (as appropriate) on matters which have been delegated to it or which are relevant to those bodies. These reports may be verbal.

REVIEW

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

Amendments to the Charter, other than updates for GreenHy2 branding or position titles, are to be approved by the Board.

Nomination and Remuneration Committee Charter



The Committee undertakes an annual self-assessment of its performance to confirm that all activities listed in the Charter have been addressed and reports this information to the Board.

Authorised

21 November 2022

By order of Board