

1. OBJECTIVES

- 1.1 The Remuneration and Nomination Committee (**Committee**) has been established by the board of directors (**Board**) of Credit Clear Limited (**Company**) pursuant to the Company's Constitution.
- 1.2 The purpose of the Committee is to:
- (a) advise and make recommendations to the Board on the composition of the Board and its committees and the selection and appointment of directors to the Board and its committees;
 - (b) advise and make recommendations to the Board on succession plans for the Board and ensure there are plans in place to manage the succession of the Chief Executive Officer and any senior executive who reports directly to the Chief Executive Officer or the Board (**Senior Executive**);
 - (c) advise and make recommendations to the Board on the ongoing evaluation of the performance of the Board, its committees and directors;
 - (d) assist the Board with the oversight of a human resources strategy and supporting policies and practices for the Company's employees and directors, and monitoring the implementation and effectiveness of the strategy, policies and practices; and
 - (e) assist the Board with the oversight of remuneration policies and practices for the Company's employees and directors, and monitoring the implementation and effectiveness of the policies and practices.

2. AUTHORITY

- 2.1 The Committee has authority to:
- (a) conduct or authorise investigations into any matters within its purpose;
 - (b) seek external advice or assistance, at the expense of the Company, including the appointment of remuneration consultants and independent external remuneration advice; and
 - (c) seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.
- 2.2 The Committee will make recommendations to the Board on all matters requiring a decision from the Board on request of the Board. Subject any specific delegations made by the Board, the Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

3. MEMBERSHIP

- 3.1 Members of the Committee should comprise non-executive directors appointed by the Board.
- 3.2 The number of members of the Committee should be a minimum of three directors and not less than two, and preferably non-executive directors, a majority of whom shall be independent directors.

3.3 The Board will nominate the Chair of the Committee from time to time. The Committee Chair should be an independent non-executive director and should ideally not be the Board Chair provided that another suitably qualified Director is available to assume the Chair role.

3.4 If the Committee includes an executive Director, the executive Director should not be involved in deciding his or her own remuneration and should be cognisant of any potential conflict of interest if he or she is involved in setting remuneration for other executives that may indirectly affect his or her own remuneration.

4. COMMITTEE MEETINGS

4.1 The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than two times annually.

4.2 The Committee Secretary shall convene a meeting of the Committee if requested to do so by any Committee member or the Board.

4.3 A quorum of the Committee will comprise two members.

4.4 All members of the Board have a standing invitation to attend meetings of the Committee. However, no Director is entitled to attend that part of a meeting at which the remuneration of that Director or a related party of that Director is being discussed.

4.5 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.

4.6 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

4.7 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

4.8 Each member of the Committee will have one vote and decisions of the Committee will be by simple majority. The Committee Chair will not have a casting vote.

4.9 If there is a tied vote, the motion will be referred to the Board for resolution.

4.10 Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

4.11 The Company Secretary or his/her nominee shall act as the secretary of the Committee. The Committee Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the directors.

4.12 A member of the Committee will not participate in the review of his or her own performance and must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.

5. RESPONSIBILITIES

The responsibilities of the Committee are to:

5.1 Human Resources Strategy

- (a) review and make recommendations to the Board regarding the Company's human resources strategy, including in respect to the alignment of that strategy to:
 - (i) the Company's strategic and operational imperatives;
 - (ii) the Company's cultural aspirations and values; and
 - (iii) the Company's organisational structure;

5.2 Human Resources Policies and Practices

- (a) review and make recommendations to the Board regarding the Company's human resources policies and practices, including in respect of:
 - (i) the effectiveness of policies and practices to support the human resources strategy;
 - (ii) the promotion of an inclusive and collaborative workplace;
 - (iii) employee engagement and cultural alignment;
 - (iv) the recruitment, development and retention of employees and directors;
 - (v) talent identification, management and development of selected employees;
 - (vi) the succession planning for the Chief Executive Officer and the Senior Executive team;
 - (vii) the management of performance of employees and directors; and
 - (viii) compliance of policies and practices with laws and good governance;
- (b) review and make recommendations to the Board regarding the status of diversity within the Company, and the effectiveness of the measurable objectives for achieving gender diversity;

5.3 Nomination Policies and Practices

- (a) assist the Board as required to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, including the Chief Executive Officer;
- (b) make recommendations to the Board with respect to:
 - (i) the re-election by shareholders of any director under the retirement by rotation provisions in the Company's constitution;
 - (ii) the degree of independence of any director; and
 - (iii) any other matters relating to the continuation in office of any director at any time;

- (c) make recommendations to the Board on the process for recruiting a new director, including evaluating the balance of skills, knowledge and experience on the Board and, in light of the evaluation, to determine the role and capabilities required for the appointment.

In determining the composition of the Board, the Board and the Committee, should have regard to the “skills matrix” below which identifies the collective skills that the Board should possess:

Skill	Skill	Skill
Corporate governance	Acquisitions	CEO/CFO/COO experience
Risk management	Human resources	Finance
Industry (Accounts Receivable)	Technology	Public relations
Strategy	Marketing	Other sector experience - on a director-by-director basis
Accounting	Sales	

The Board may disclose the extent to which those skills are present, or absent, from the members comprising the Board, having regard to the nature of the Company’s activities, from time to time.

- (d) inform the Board of the names of directors who are retiring in accordance with the provisions of the Company’s Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director’s performance during the period in which the director has been a member of the Board;
- (e) review succession plans for both non-executive and executive directors, other senior management and key talent of the Company, taking into account the challenges and opportunities facing the Company and the skills, experience, diversity and expertise accordingly required on the Board in the future;
- (f) ensure that, on appointment, all directors receive a formal letter of appointment, setting out their time commitment and responsibilities, including with respect to Board committees or in acting in a capacity other than as a director, for example, as Chair;
- (g) establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- (h) require non-executive directors to inform both the Chairman of the Company and the Chairman of the Committee before accepting any new directorships;
- (i) critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;
- (j) provide to directors continuing education for the purpose of updating and maintaining their skills and knowledge;

- (k) create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (l) consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board;

5.4 Remuneration Policies and Practices

- (a) review and make recommendations to the Board regarding the Company's remuneration policies and practices, including in respect of:
 - (i) the alignment of remuneration policies and practices with the human resources strategy of the Company;
 - (ii) the attraction and retention of capable and committed employees and directors;
 - (iii) the continuing development of a 'pay for performance' culture within the Company;
 - (iv) the alignment of senior executive remuneration to sustainable shareholder returns, and the Company's strategic and operational imperatives;
 - (v) the key performance indicators to monitor the performance of the Chief Executive Officer and the Senior Executive team; and
 - (vi) the minimum shareholding requirements (if any) for Non-Executive Directors, the Chief Executive Officer, the Senior Executive team and the senior leadership team and recommending to the Board any required changes to a Minimum Shareholding Policy;
- (b) review and make recommendations to the Board regarding the Company's provision of superannuation to employees;
- (c) review and make recommendations to the Board regarding general salary reviews for employees;
- (d) review and make recommendations to the Board regarding whether there is any gender or other inappropriate bias for directors, senior executives or other employees;
- (e) review and make recommendations to the Board regarding remuneration and terms of appointment for the Chief Executive Officer and direct reports to the Chief Executive Officer, and the associated legal and regulatory requirements;
- (f) review and make recommendations to the Board regarding remuneration for the non-executive directors, and the adequacy of the pool approved by shareholders for non-executive director remuneration;
- (g) review and make recommendations to the Board regarding the structure and operation of incentive plans within the Company, including the level of participation in those plans, reward vehicles and performance hurdles;

5.5 Remuneration Disclosure

- (a) review and make recommendations to the Board regarding preparation of the Company's Remuneration Report, including compliance of that Report with the *Corporations Act 2001* (Cth), and accounting standards;
- (b) review and make recommendations to the Board to engage and consult with stakeholders (including proxy advisors) on remuneration strategies, structure and policies;
- (c) participate in the planning of the Company's Annual General Meeting to ensure effective communication and discussion of the Remuneration Report, in preparation for Remuneration Report advisory resolution;

5.6 Workplace Health and Safety

- (a) review and make recommendations to the Board regarding the Company's policies and programs to protect the health and safety of employees; and
- (b) monitor and review the Company's performance against agreed workplace health and safety measures.

6. REVIEW OF COMMITTEE AND COMMITTEE CHARTER

- 6.1 The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.
- 6.2 The Committee will review annually the terms of the Charter and the operations of the Committee. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

Policy history

Date	Action	Description
18/08/20	Created	Initial version created by Company Secretary
19/08/20	Approval	Approved by the Board
08/11/21	Approval	Approved by the Board
16/11/22	Approval	Approved by the Board