

# Remuneration and Nomination Committee Charter

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**Carbon Revolution Public Limited  
Company (the Company)**

Adopted by the Board on 6<sup>th</sup> November 2023

# Remuneration and Nomination Committee Charter

## 1 Membership of the Committee

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The Remuneration and Nomination Committee (**Committee**) of the Board of Directors of the Company (**Board**) must consist of:

- a minimum of 3 members of the Board; and
- Independent directors.

The Board may appoint additional independent directors to the Committee or remove and replace members of the Committee by resolution with or without cause. Each member of the Committee must be independent in accordance with the independence requirements under the Listing Rules of The Nasdaq Stock Market LLC. Members may withdraw from membership by written notification to the Board.

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

## 2 Role and responsibilities

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The purpose of the Committee is to carry out the responsibilities delegated to it by the Board, including the responsibilities outlined below.

### 2.1 Remuneration

The responsibilities of the Committee in respect of remuneration are as follows:

- (a) Review and recommend to the Board the remuneration arrangements for the Chair and the non-executive Directors of the Board, including fees, travel and other benefits.
- (b) Review and recommend employment and remuneration arrangements for the Group CEO, including contract terms, annual remuneration and participation in the Company's equity incentive plan.
- (c) Determine and approve employment and remuneration arrangements for executive officers, including contract terms, annual remuneration and participation in the Company's equity incentive plan.
- (d) Conduct regular reviews of, and monitor the implementation of, the Company's remuneration framework to confirm it:
  - (1) encourages and sustains a culture aligned with the Company's values;
  - (2) supports the Company's strategic objectives and long-term financial soundness;
  - (3) is aligned with the Company's risk management framework and risk appetite; and
  - (4) is aligned with the Company's Environmental, Social and Governance (**ESG**) principles.
- (e) Approve major changes and developments in the Company's policies and procedures related to remuneration, recruitment, retention, termination and performance assessment for executive officers.
- (f) Approve major changes and developments in the remuneration policies and superannuation arrangements strategies for the Company.
- (g) Review and recommend to the Board changes and developments in relation to the Company's employee equity incentive plan.

- (h) Oversee the operation of the Company's employee equity incentive plan in place from time to time and determine and approve whether offers are to be made under any of the Company's employee incentive plans (including the equity incentive plan) in respect of a financial year.
- (i) Determine and approve the terms of any incentive offers made to the Group CEO and other executive officers (including short term and long term awards), including any applicable performance targets and the relevant award opportunities.
- (j) Determine and approve incentive award outcomes for the Group CEO and executive officers based on performance against the applicable performance targets and any other factors that the Committee determines to be relevant (including risk behaviours and whether any discretion should be exercised).
- (k) Determine and approve the aggregate value of award opportunities and the aggregate value of award outcomes being made based on performance for all employees.
- (l) Determine and approve the remuneration by gender and strategies or changes to address any pay gap.
- (m) Appoint, retain, remunerate, and oversee the work of any remuneration consultant, legal counsel or other adviser (each, a "Consultant") that the Committee retains (payment, as determined by the Committee, of reasonable remuneration to any such Consultant to be funded by the Company);
- (n) Before selecting a Consultant consider all factors relevant to the Consultant's independence from management of the Company, including the following:
  - (1) The provision of other services to the Company by the Consultant's employer;
  - (2) The amount of fees received from the Company by the Consultant's employer, as a percentage of the total revenue of the Consultant's employer;
  - (3) The policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;
  - (4) Any business or personal relationship of the Consultant with a member of the Committee;
  - (5) Any stock of the Company owned by the Consultant; and
  - (6) Any business or personal relationship of the Consultant or the Consultant's employer with an executive officer of the Company.
- (o) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

## 2.2 Nomination

The responsibilities of the Committee in respect of nomination are as follows:

- (a) Assist the Board to develop and regularly review its Board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.
- (b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair.
- (c) Review and recommend to the Board the criteria for nomination as a Director and the membership of the Board more generally, including:
  - (1) making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
  - (2) assisting the Board to identify and evaluate individuals for nomination to the Board, in accordance with the policy outlined in section 4.1.

- (d) Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Committee.
- (e) Establish a policy with regard to the consideration of director candidates recommended by stockholders and establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Committee.
- (f) Assist the Board in relation to the performance evaluation of the Board, its Committees and individual Directors;
- (g) Monitor that processes are in place to support Director induction and ongoing education and regularly review the effectiveness of these processes.
- (h) Oversee the regular assessment of, and make recommendations to the Board as to, the independence of each director and associated disclosures.

## 2.3 People

The responsibilities of the Committee in respect of people are as follows:

- (a) **HR Strategy and policy**  
Review and make recommendations on overall HR strategy, general employment and HR policies and practices, and industrial relations strategies that would be mutually beneficial and sustainable to both employees and the Company.
- (b) **Diversity & Inclusion**  
Review and recommend to the Board the Diversity and Inclusion Policy and any measurable objectives for achieving diversity in the composition of the Board, executive officers and workforce generally, and, on an annual basis, assess the Company's progress in achieving those objectives.  
Annually review and report to the Board on the respective proportion of women and men on the Board, in executive officer positions and across the whole workforce.
- (c) **Engagement**  
Monitor outcomes of employee engagement surveys, feedback from exit interviews and reported work grievances and recommend to the Board any actions that are required in relation to them;
- (d) **Succession**  
Review succession plans for the Group CEO and other executive officers and identify and recommend to the Board candidates for the position of Group CEO and other executive officers where required.

## 3 Remuneration policies and practices

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- (a) Executive remuneration and incentive policies and practices must be performance based and aligned with the Company's purpose, values, strategic objectives, risk appetite and ESG.
- (b) Executive remuneration and incentive policies and practices must be designed to:
  - (1) attract and retain skilled executives;
  - (2) motivate executives to pursue the Company's long term growth and success, without rewarding conduct that is contrary to the Company's values or risk appetite;
  - (3) demonstrate a clear relationship between the Company's overall

- performance and the performance of executives;
- (4) appropriately incentivise positive risk behaviour and improved investor and customer outcomes, encourage sound risk management of both financial and non-financial risks, and discourage unnecessary and excessive risk taking;
  - (5) allow for proper adjustments to be made, including where risk and compliance failures occur; and
  - (6) ensure any termination benefits are justifiable and appropriate.

In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration. As such, the Committee will exclude the Group CEO during voting or deliberations regarding the Group CEO's remuneration.

- (c) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

## 4 Selection and appointment of new directors

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### 4.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- (a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity having regard to:
  - (1) the Board skills matrix; and
  - (2) the existing composition of the Board;
- (b) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- (c) potential conflicts of interest and independence.

### 4.2 Procedure

- (a) Detailed background information in relation to a potential candidate should be provided to all Directors.
- (b) A detailed description of the role should be prepared.
- (c) The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- (d) Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of an external organisation as appropriate.
- (e) An offer of a Board appointment must be made only after having been approved by resolution by the Board, with any recommendations from the Committee having been circulated to all Directors.
- (f) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

## 5 Re-election of Directors

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Each year, the Committee will review each of the Directors who are seeking re-election in light of their independence, the result of their performance review, the Company's succession plans and any other factor considered relevant to the Director's contribution to the Board. On the basis of its review, the Committee will make a recommendation to the

Board regarding whether to support the Director's re-election.

## 6 Rights of access and authority

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The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

## 7 Review of Charter

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The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

## 8 Administrative matters and procedures

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The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

## Administrative matters and procedures

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### **Meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet at least 4 times each year. The Committee may also act by unanimous written consent.

### **Quorum**

The quorum is at least 2 members.

### **Secretary and Minutes**

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any Director.

### **Convening and notice of meeting**

Any member may, and the Company Secretary must, upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

### **Independent advice**

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

### **Reporting**

The Committee chair will provide a brief oral report to the Board as to any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of the Committee meeting will also be provided to the Board with the Board papers.

The Committee will also consider if any material matters arising out of Committee meetings should be advised to any other Committee and, if so, ensure that this occurs.