

## QUICKSTEP HOLDINGS LIMITED

# REMUNERATION, NOMINATION AND DIVERSITY COMMITTEE CHARTER

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## **1. CONSTITUTION**

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The Remuneration Nomination and Diversity Committee has been established by resolution of the Board of Quickstep Holdings Limited (Company).

## **2. MEMBERSHIP**

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The Remuneration Nomination and Diversity Committee will normally comprise:

- a majority of Independent Directors
- at least 2 members

Directors will be appointed to the Remuneration, Nomination & Diversity Committee until otherwise resolved by the Board or such shorter time as they remain in the office of Director.

## **3. CHAIR**

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An independent director will Chair the Committee.

Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have the authority to choose one of their number to be Chair for that particular meeting, providing that member is an independent Director.

## **4. SECRETARY**

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The Company Secretary will be the Secretary of the Remuneration Nomination and Diversity Committee.

## **5. ATTENDANCE BY NON-COMMITTEE MEMBERS**

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Non Executive Directors who are not members of the Committee may attend a meeting, or part of a meeting, from time to time.

The Chief Executive Officer, other members of senior management and external advisers may attend a meeting, or part of a meeting, at the invitation of the Committee Chair.

Directors who are not members of the Committee must not be present at that part of any meeting and must not participate in any decisions in relation to their election, re-election or removal from the position of Director.

For Directors who are members of the committee, any discussion in relation to their election, re-election or removal from the position of Director will be undertaken by the Board.

Directors who are not members of the Committee may not vote at meetings.

## **6. QUORUM**

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A quorum shall be two independent members.

## **7. MEETING FREQUENCY**

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Remuneration Nomination and Diversity Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.

## **8. AUTHORITY**

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The Remuneration Nomination and Diversity Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Remuneration Nomination and Diversity Committee's charter.

## **9. REPORTING**

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The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chairperson of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

## **10. DUTIES**

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The Remuneration Nomination and Diversity Committee make recommendations for Board Review.

The Remuneration Nomination and Diversity Committee is responsible for:

### **10.1 Nomination**

- developing and regularly reviewing the Board structure;
- assessing the necessary and desirable competencies of board members including regularly assessing whether the Board as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
- developing criteria for Board membership;
- identifying and screening specific candidates for nomination;
- recommendations for the appointment and re-election of directors;
- ensuring there is an appropriate induction and orientation program in place;
- making recommendations to the Board for Committee membership;
- developing the processes for determining the performance of the Board, its members and committees and ensuring that they are regularly reviewed;
- developing with Directors, an appropriate training and development program;

- review management and executive's development plans including the Chief Executive Officer and his/her direct reports;
- with the Chair of the Board, advise Directors about their performance; and
- develop and recommend the policies for tenure, remuneration and retirement of Directors.

## **10.2 Remuneration**

- undertake market assessments to ensure that senior executives and Directors are being rewarded commensurate with their responsibilities; Senior executives refers to senior executives reporting directly to the CEO
- satisfy itself that the remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- recommend to the Board suitable policies on remuneration including incentives for senior executives and Directors;
- review the remuneration of the CEO and non-executive Directors and make recommendations to the Board on any proposed changes.
- recommend to the Board the terms and conditions of employment of the CEO;
- obtain the best possible advice in establishing salary levels;
- review the salary levels of the CEO's direct reports and make recommendations to the Board on any proposed increases;
- review and approve any market or other proposed movements in salary bands
- review and recommend to the Board the annual salaried % increase
- review the remuneration report as part of the corporate governance section for the Annual Report and for adoption at the Annual General Meeting; and

## **10.3 Incentive Plans**

- review and recommend the underlying principles of, and determine targets for, cash based executive incentive plans;
- review and recommend the total proposed payments for cash based executive incentive plans;
- monitor and review the underlying principles of all equity-based plans for approval by the Board;
- monitor and review all equity based plans in light of legislative, regulatory, taxation and market developments;
- for each equity-based plan, review and recommend awards which are proposed under that plan;
- review and recommend the total proposed awards under each plan;
- review and recommend the conditions of grant applicable to each equity-based incentive plan;
- review and recommend amendments to the rules which are proposed for approval, as permitted under the rules of the plans; and
- review and recommend the proposed exercise of any discretion under a plan and make such determinations as are required to be made under the rules of each plan.

## **10.4 Diversity**

- Develop and regularly review the policy concerning diversity;
- Establish and monitor the Company's diversity strategy;
- Establish and monitor measurable objectives for achieving diversity that are linked to the Company's circumstances and industry; and
- Assess and report to the Board at least annually on the objectives and progress.

<b>Sponsor:</b> <b>Elisabeth Mannes</b>	<b>Title:</b> <b>Chair Remuneration, Nomination &amp; Diversity Committee</b>	<b>Review Date:</b> <b>December 2025</b>
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