



REMUNERATION COMMITTEE CHARTER

1. Constitution

The Board of Promisia Healthcare Limited (the **Board**) has established a Remuneration Committee (the **Committee**), a subcommittee of the Board, governed by this Remuneration Committee Charter (**Charter**).

2. Purpose

The purpose of the Committee is to advise and assist the Board in discharging its responsibilities with respect to Promisia's remuneration policies and overall people and culture strategy, including:

- oversight of executive appointments and performance,
- the establishment of remuneration policies and practices to ensure the Company continues to attract and retain top talent at all levels;
- reviewing and recommending Director appointments to ensure there is an appropriate mix of skills, experience and diversity, and
- supporting the employment and evaluation of the Chief Operating Officer (**COO**), Chief Financial Officer (**CFO**), and their direct reports.

3. Authority

Except as expressly provided for in this Charter, the Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to decide in the Board's name or on its behalf.

The Committee may consult with independent and/or suitably qualified advisors and other independent sources of information as it considers necessary to carry out its responsibilities.

4. Role

The role of the Committee is to maintain oversight of Promisia's people and culture strategy, including:

- executive performance and development,
- succession planning and talent management,
- strategic workforce planning,
- remuneration and retention frameworks, and
- relevant organisational policies relating to people and culture.

5. Responsibilities

The following section sets out the principal responsibilities and duties of the Committee. This list of responsibilities is intended as a guide only and may be supplemented as appropriate from time to time:

a) *People & Culture Strategy*

Support the COO and CFO and make recommendations to the Board regarding:

- people strategy and progress against its implementation;
- diversity, inclusion, equal employment opportunities, and wellbeing practices; and
- survey results relating to engagement, culture, and wellbeing, and the adequacy of management responses to identified issues.

b) Director appointments and remuneration

Make recommendations to the Board regarding:

- the level of remuneration for Directors, including executive Directors.

In setting the remuneration of the Directors, the Committee should aim to ensure that the Company is able to attract and retain highly skilled candidates, while maintaining a level commensurate with boards of similar size and type.

In recommending candidates to the Board, the Committee will:

- Take into consideration the skills required and the skills represented.
- Engage external consultant to facilitate the identification of candidates where necessary.
- Assess whether candidates (including where a nomination for a Director appointment is received from a Shareholder) demonstrate appropriate qualities and experience to contribute to the effective direction of the Company and can exercise an independent and informed judgement on matters which come before the Board. The assessment will include proper checks as to the candidate's character, experience, education, criminal history and bankruptcy history.
- Oversee the letter of appointment, other relevant documents and induction provided to a new Director.

c) COO and CFO recruitment, remuneration & performance

Make recommendations to the Board regarding:

- the appointment of the COO and CFO (or other senior executives reporting directly to the Board);
- their employment terms and performance goals;
- remuneration benchmarking and recommendations; and
- succession planning for key executive roles.

Reviewing, evaluating and reporting to the Board (at least once a year or otherwise requested by the Board) on the COO and CFO's performances against key performance objectives, and development plan.

Reviewing and recommending to the Board the key performance objectives relevant to the COO and CFO's performance and remuneration, and development plan for the following year

Reviewing and recommending to the Board, considering performance and external market benchmarking, any remuneration matters including remuneration increases and long term incentives for the COO and CFO.

In reviewing and recommending to the Board any matters relating to the remuneration of the COO or CFO, the Committee shall aim to ensure that the Company is able to attract and retain highly skilled candidates

d) Executive Team (direct reports) recruitment, remuneration & performance

Support the COO and CFO with:

- the appointment of their direct reports, as required;
- setting and reviewing annual performance goals;
- reviewing performance outcomes annually;
- recommending remuneration frameworks that reflect performance and market benchmarks;
- approving the design of incentive schemes and any associated payments; and
- overseeing succession planning for the executive leadership team.

In reviewing and approving the remuneration of direct reports, the Committee should aim to ensure that the Company is able to attract and retain highly skilled candidates.

e) Talent & Succession Planning

Applies to the COO, CFO, and their direct reports.

The Committee will:

- undertake an annual review of organisational talent and succession planning;
- review any proposed changes to the structure of the executive leadership team; and
- participate, where appropriate, in the selection process for key senior leadership appointments.

f) Incentive Plans

The Committee will:

- review and approve any Group-wide incentive plans, ensuring they are balanced, transparent, and aligned with Promisia's strategic objectives; and
- monitor the performance and outcomes of incentive plans to identify and mitigate any unintended consequences.

g) Remuneration and Performance

The Committee will:

- periodically review Promisia's employee remuneration and performance frameworks to ensure alignment with organisational strategy and values; and
- approve the Group's overarching pay and reward policy.

h) Diversity, Inclusion, and Equal Employment Opportunities

The Committee will:

- review Promisia's approach to diversity, inclusion, and equal employment opportunities (**EEO**) to ensure alignment with the Group's strategy; and
- monitor progress against approved diversity, inclusion, and EEO objectives.

i) Modern slavery

The Committee will consider all customer and community expectations when it comes to evaluating, addressing and reducing any risk of modern slavery in recommendations it makes to the Board.

j) Board Appointments and Review

The Committee will:

- identify and recommend suitable candidates for Board appointment, including those proposed by Directors, shareholders, or external search firms;
- utilise a skills matrix to ensure the Board maintains an appropriate balance of expertise, diversity, and experience;
- recommend appointments to Board committees, ensuring appropriate due diligence and disclosure; and
- ensure that appropriate procedures are in place for reviewing the performance of the Board, its committees, and individual Directors.



k) Undertake any Other Matters Referred to the Committee by the Board.

6. Membership

Membership of the Committee shall comprise members of the Board, appointed by the Board as follows:

- The number of members of the Committee shall be not less than three (3), one of whom shall be the Chairperson of the Committee (**Committee Chair**).
- At least a majority of the members of the Committee must be independent directors.
- The Committee Chair shall be appointed by the Board and will be an independent director of the Board.
- The Board will appoint all other members of the Committee.
- The members should ideally have a broad range of skills and experience relevant to the operation of the Committee.
- The Committee Chair is responsible for providing new members with appropriate material to enable them to understand the role and responsibilities of the Committee.
- Executive Directors shall not be appointed on the Committee.

7. Meetings of the Committee

a) Quorum

- A quorum of the Committee shall be not less than two members, one of whom must be the Committee Chair.

b) Secretary

- The Secretary to the Committee shall be appointed by the Committee.

c) Meetings

- The Committee will meet at least twice annually.
- In addition to scheduled meetings, the Committee may consider matters by circulation, and any member or a member of the senior executive team may request a meeting at any time if deemed necessary.
- Meeting dates, times, and locations will be confirmed by the Committee Chair.
- The Committee will maintain an annual work programme to ensure all responsibilities under this Charter are addressed.

d) Attendees

- All Board members may receive relevant papers and attend Committee meetings in an ex-officio capacity.
- The COO, CFO, and People and Culture lead may attend meetings at the Committee Chair's discretion.
- External advisors or senior executives may be invited to attend as required.
- The Committee Chair may request any attendee to withdraw from a meeting at any time.
- Despite the above, no employee or executive director may participate in a Committee meeting pertaining to their own remuneration or remuneration of Promisia's employees generally.



e) Agendas, papers, and records

- The agenda shall reflect the workplan and any other matters confirmed by the Committee Chair.
- The agenda and supporting papers will be circulated at least 5 days prior to the meeting.
- The Secretary shall ensure minutes, resolutions, papers, and other records of all Committee meetings are retained for an appropriate period.
- Minutes shall be confirmed at subsequent Committee meetings.
- Approved meeting agendas and minutes will be distributed to all Board members regardless of whether they are members of the Committee.
- All discussions, papers and records of Committee meetings will remain confidential unless there is a specific direction from the Committee, or the Board or disclosure is required by law.

8. Reporting to the Board

Following each meeting, the Committee Chair will report the Committee's findings and recommendations to the Board, including by distributing confirmed minutes and providing verbal updates as required.

The Chairperson of the Board will maintain a direct line of communication with the COO and CFO on behalf of the Committee and the Board regarding employment and related matters.

9. Review of the Charter

The Committee will review this Charter annually to ensure it reflects best practice standards, remains fit for purpose, and continues to meet the evolving needs of Promisia and the Committee.

10. Review of the Committee

The Committee will undertake a two-yearly self-review of its performance against this Charter.

The Committee will undertake a review of its objectives and responsibilities, with the timing aligned to the external Board review process.

The review will include the extent to which the Committee has achieved and/or discharged their objectives and responsibilities. Review outcomes will be provided to the Board and any other person that the Board considers appropriate.

Agreed actions for improvement from the review will be tracked by the Committee and reported back to the Board as part of the following years' review process.

Version control

Origination date	May 2025
Approval	May 2025
Review date	April 2027