

NEWZULU LIMITED

NOMINATION AND REMUNERATION COMMITTEE

CHARTER

1. PURPOSE

The primary purpose of the Nomination and Remuneration Committee (the **Committee**) is to assist the Board in its oversight of remuneration policy and practice and Board member nominations.

The Committee considers and makes recommendations to the Board on matters including:

- remuneration policies and remuneration of directors;
- remuneration and incentive policies of executives;
- remuneration, retention and termination policies and procedures for senior management;
- incentive schemes;
- superannuation and pension arrangements; and
- succession planning.

The remuneration of non-executive directors is a matter that is determined by the Board, although the Committee may request external consultants to provide necessary information upon which the Board may make its determination.

The Board after considering the input from the Nomination and Remuneration Committee, is responsible to shareholders for ensuring that the Company has coherent nomination and remuneration policies and practices which:

- are observed;
- enable it to attract and retain executives and directors who will create value for shareholders;
- fairly and responsibly rewards executives having regard to the performance of the Company, the performance of the executive and the general remuneration environment; and
- comply with the ASX Listing Rules and Corporations Act 2001 (Cth).

To the extent practicable, the Company has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition).

2. FUNCTIONS

The Nomination and Remuneration Committee shall perform the following functions:

2.1 General

Consider and make recommendations to the Board on matters including, but not limited to:

- (i) the Company's remuneration framework and associated policies (including the incentive methodology and annual movements in the salary scales); and
- (ii) adoption of annual incentive plans.

2.2 Remuneration

Consider and make recommendations to the Board on matters including, but not limited to:

- (i) recruitment, retention and termination of senior executives;
- (ii) terms and conditions of employment for, including the remuneration of, senior executives, and any variation to those terms and conditions;
- (iii) performance evaluation of senior executives;
- (iv) setting of key performance indicators for senior executives; and
- (v) shareholder approval of the executive remuneration policies.

2.3 Nomination

- (i) Board composition and performance responsibilities:
 - a. determine the appropriate size and composition of the Board;
 - b. develop criteria for selection of candidates for the Board in the context of the Board's existing composition and structure;
 - c. from time to time assess the extent to which the required skills are represented on the Board;
 - d. develop a plan for identifying, assessing and enhancing director competencies;
 - e. ensure that there is an appropriate induction program in place for new directors and members of senior management and review its effectiveness; and
 - f. at the request of the Board, facilitate evaluation of the Board's performance.
- (ii) Board and Committee nominations
 - a. establish processes for the identification of suitable candidates for recommendation for appointment to the Board;
 - b. at the request of the Board, make recommendations to the Board for appointments to the Board subject to the processes set out in the Constitution, ASX Listing Rules and Corporations Act; and
 - c. make recommendations to the Board for the appointment of current directors and other persons to the committees of the Board.
- (iii) Succession planning
 - a. review and advise the Board on succession plans for the Board;
 - b. review and advise the Board on succession plans for the Committees; and

- c. actively plan and advise the Board on succession planning for the leadership of the Board.

2.4 Functions of the Committee

The members of the Committee are not employees of the Company. The Committee:

- (i) is not required to personally conduct studies, reviews, interviews and all communications; and
- (ii) is entitled to rely on employees of the Company or professional advisers or consultants engaged by the Company where:
 - a. there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and
 - b. the reliance was made in good faith and after making an independent assessment of the information.

2.5 Exercise of powers

- (i) The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives or policies of the Board. Without limiting the generality of the foregoing, the Committee must obtain the Board's prior approval of the skills mix and selection criteria to be applied by the Committee when seeking applications or recommending or short-listing any persons for appointment to the Board.
- (ii) The Committee must act in accordance with any directions of the Board as to the suitability of those persons nominated as directors including any direction from the Board to locate further candidates.
- (iii) The Committee's recommendations to the Board for Board appointments should be set out in a paper containing:
 - a. a short-list of preferred and recommended candidates;
 - b. a long-list of all candidates; and
 - c. such other relevant information as the Committee considers appropriate or is reasonably requested by the Board or is required by the ASX Listing Rules, Corporations Act or Constitution.Where possible, the Committee must endeavour to identify and have nominated at least 2 candidates for each vacancy arising on the Board.
- (iv) Recommendations of the Committee shall not be binding on the Company unless the recommendations are approved by the Board.

3. COMPOSITION OF THE COMMITTEE

3.1 Members

The Committee shall comprise a minimum of two members appointed by the Board of Directors. They should comprise of only non-executive directors of Newzulu. It is intended that a majority of the Committee be independent directors.

In appointing the members, the Board and the Committee will have due regard to the ASX Listing Rules and Corporations Act.

The effect of ceasing to be a director of the Board is the automatic termination of appointment as member of the Committee.

3.2 Committee Chair

The Chairman of the Committee will be appointed by the Board. The Chairman should be an independent non-executive director, who is not the Chair of the Board.

3.5 Secretary

The Company Secretary shall be the secretary of the Committee.

4. POWERS OF THE COMMITTEE

4.1 Access to management

The Committee, and each of its members, in performing its functions may:

- (i) request any employee of the Company to attend a meeting of the Committee;
- (ii) to the extent permitted by law, access any document, report, material or information in the possession of an employee or external adviser of the Company; and
- (iii) have unlimited access to senior management of the Company.

The CEO, Company Secretary and Chief Operating Officer shall have direct access to the Committee on an as needs basis.

4.2 Access to independent advice

The Committee may obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by the Company.

4.3 Reimbursement of reasonable expenses

Any reasonable travel, accommodation or out of pocket expenses incurred by Committee members in attending Committee meetings shall be met in accordance with Clause 13.9 of the Constitution and any relevant travel policy.

5. MEETINGS

5.1 Holding of meetings

- (i) Subject to paragraphs (iii) and (iv), the Committee will meet at least 2 times a year, or more frequently as circumstances dictate.
- (ii) Meetings may be face-to-face, or via telephone or video conference as considered appropriate by the Committee Chair.
- (iii) A member of the Committee may request that a meeting of the Committee be convened.

- (iv) The Committee Chair should consider calling an unscheduled meeting if requested to do so by a Committee member, the CEO, the Company Secretary or Chief Operating Officer.

5.2 Quorum

A quorum of the Committee shall be a minimum of two members.

Should the Chairman of the Committee be absent from the meeting, the members of the Committee present at the meeting have the authority to choose one of their number to chair that particular meeting.

5.3 Attendance at meetings

- (i) The CEO, Chief Operating Officer or their delegates may attend all meetings of the Committee, other than those meetings or parts of Committee meetings which are deemed to be closed to management.
- (ii) The Chair, may invite any of the following to attend a meeting of the Committee:
 - a. any other employee or officer of the Company; and
 - b. a party external to the Company.

Each invitee must undertake to keep the relevant communications of the proceedings of the Committee meeting confidential, including in accordance with clause 8 below.

Attendance by members at the meeting will be disclosed in the Annual Report.

5.4 Committee member's interest

A member of the Committee is not entitled to be present when his or her own salary or fee is discussed at a meeting or when his or her performance is being evaluated.

5.5 Committee papers

Unless directed by the Committee Chair, the Committee Secretary shall distribute in advance of a meeting of the Committee an agenda and any related papers to:

- (i) each member of the Committee;
- (ii) the CEO, Chief Operating Officer and other members of the management team;
- (iii) if requested, to any director of the Board.

5.6 Committee minutes

- (i) The Committee Secretary shall prepare minutes of meetings and have them approved by the Committee Chair.
- (ii) Minutes of meetings shall be submitted to the next meeting of the Committee.
- (iii) Minutes signed by the Committee Chair shall be conclusive evidence of the matters recorded in such minutes.

6. REVIEW AND PUBLICATION OF CHARTER

The Board will review this Charter from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

This Charter will be available on the Company's website and the key features will be published in the Annual Report.

7. REPORTING TO THE BOARD

- (i) Minutes of each meeting shall be submitted to the Board for noting.
- (ii) The Committee Chair, or delegate, must report to the Board after each Committee meeting concerning:
 - a. the proceedings of the Committee; and
 - b. all matters relevant to the Committee's role and responsibilities.

8. CONFIDENTIALITY

Unless otherwise required by law or the Constitution, the members of the Committee are required to keep Committee discussions, committee papers and deliberations confidential.