



# People, Remuneration and Culture Committee Charter

QANTM Intellectual Property Limited ACN 612 441 326

Approved by the QANTM Board on 26 October 2021

# People, Remuneration and Culture Committee Charter

## 1. Introduction

- 1.1 The People, Remuneration and Culture Committee (**Committee**) is a committee of the board of directors (**Board**) of QANTM Intellectual Property Limited ACN 612 441 326 (**Company**).
- 1.2 This Charter sets out the authority delegated to the Committee by the Board and its responsibilities, membership and operation in relation to the Company and its related bodies corporate (**Group**).

## 2. Objective

The objective of the Committee is to help the Board fulfil its statutory, fiduciary and regulatory responsibilities and achieve its objectives that the Company:

- (a) has a Board possessing an appropriate range of skills, experience and expertise to discharge effectively its responsibilities and duties;
- (b) has in place and operates in accordance with coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (c) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment; and
- (d) maintains a culture which supports high standards of corporate governance and ethical conduct for the Group.

## 3. Remuneration and incentives

- 3.1 The Committee assists and advises the Board on remuneration policies and practices for the Board, the CEO and Managing Director, senior executives and other employees, including design of policies and practices to respect and support internationally recognised human rights relating to remuneration, such that:

- (a) with respect to pay and benefits, QANTM Group businesses will be equitable and competitive with local markets, with no gender or other inappropriate bias;
- (b) QANTM Group will comply with all applicable employment laws, regulations and contractual obligations, including legislation and industrial instruments in relation to hours, wages and leave; and
- (c) QANTM Group will respect all employees' rights to negotiate individually or collectively in relation to their terms and conditions of employment and to join or not to join a legally recognised trade union or third party representative organisation.

- 3.2 The Committee is responsible for:

### ***Executive remuneration and incentive policies***

- (a) reviewing and making recommendations to the Board on remuneration and incentive policies and practices for executives (including the Group's senior professionals – the principals), and ensuring that:
  - (i) they are performance based, and aligned with the Group's vision, values and overall business objectives;

- (ii) they are appropriately designed to motivate executive management to pursue the Group's long term growth and success;
  - (iii) they demonstrate a clear relationship between the Group's overall performance and the performance of executives;
  - (iv) there is no gender or other inappropriate bias in the remuneration of executives;
  - (v) there are no arrangements entered into or in place with respect to a member of the key management personnel (or a closely related party of any such member) which would have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that has not vested in the member or has vested in the member but remains subject to a holding lock;<sup>1</sup>
- (b) approval of, or making recommendations to the Board with respect to, engagement of remuneration consultants to provide remuneration recommendations in relation to one or more members of the QANTM Group's key management personnel, with terms of engagement to provide that the remuneration consultant must report any remuneration recommendation to either or both of members of the Committee or the Board (other than an executive director);<sup>2</sup>
  - (c) ensuring that any remuneration recommendation made by a remuneration consultant is made free from any undue influence from any member of the key management personnel to whom the recommendation relates;<sup>3</sup>
  - (d) reviewing and making recommendations to the Board on the design of any executive incentive plan, including equity-based components, performance hurdles, and ongoing review of any plan implemented by the Company for legislative, regulatory and market developments;
  - (e) reviewing and making recommendations to the Board on the proposed payments or awards from any executive incentive plan;
  - (f) reviewing and making recommendations to the Board, on the recommendation of the CEO and Managing Director, as to:
    - (i) the total remuneration (including incentive awards, equity awards, and retention, retirement and termination payments);
    - (ii) the terms of engagement; and
    - (iii) any changes to the total remuneration and terms of employment, of direct reports to the CEO and Managing Director;

***Remuneration of executive directors***

- (g) annually considering and making recommendations to the Board on each executive director's total remuneration (including base pay, incentive awards, equity awards, retirement rights, retention and/or termination payment and terms of engagement) having regard to executive remuneration and incentive policies;
- (h) determining if shareholder approval is needed for any change to remuneration of executive directors or senior executives;
- (i) recommending to the Board for approval changes to the remuneration or terms of engagement of executive directors before implementation;

***Non-executive directors***

- (j) reviewing the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total);

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<sup>1</sup> Refer to section 206J of the Corporations Act

<sup>2</sup> Refer to sections 206K and 206L of the Corporations Act

<sup>3</sup> Refer to section 300A(1)(h) of the Corporations Act

- (k) recommending to the Board the remuneration, retirement and termination policies for non-executive directors, and policies with respect to minimum expected shareholdings by non-executive directors in the Company, having regard to market trends and shareholder interests; and

#### **Disclosure and reporting**

- (l) oversight of disclosure of the QANTM Group's policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives, commonly through the Remuneration Report forming part of the Directors' Report released with respect to each QANTM Group financial year.

## **4. Culture**

The Committee is responsible for reviewing and monitoring, and making recommendations to the Board with respect to, the culture of the Company, including development and maintenance of a statement of values for the Company and a Human Rights Policy confirming QANTM Group's commitment to respecting and contributing to the realisation of internationally recognised human rights, as set out in the Universal Declaration on Human Rights.

## **5. Diversity and Inclusion**

The Committee is responsible for:

- (a) oversight of the Company's Diversity and Inclusion Policy;
- (b) making recommendations to the Board with respect to measurable objectives for achieving gender diversity in the composition of the Board, senior executives and the workforce generally, monitoring progress against those objectives; and
- (c) oversight of reporting against those objectives, with respect to the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce, and with respect to "Gender Equality Indicators" as defined in and published under the Workplace Gender Equality Act (Cth).

## **6. Committee composition**

- 6.1 The Committee must comprise at least three directors, all of whom must be non-executive directors, and a majority of whom must be independent directors.
- 6.2 The Board will appoint the chairperson of the Committee, who must be an independent non-executive director.
- 6.3 The Board decides appointments, rotations and resignations within the Committee having regard to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and the Company's Constitution.
- 6.4 The company secretary or another appropriate, designated person will act as secretary to the Committee.

## **7. Committee meetings**

- 7.1 The Committee will meet as often as it considers necessary but not less than four times a year.
- 7.2 The quorum for a Committee meeting is two Committee members.
- 7.3 Subject to the Corporations Act, a Committee meeting may be held by the members communicating with each other by any technological means consented to by all the members. The consent may be a standing one, and a member can only withdraw their consent to the means of communication between the members if the member does so at least 48 hours prior

to the meeting. A member who is not physically present but participating by technological means is taken to be present and entitled to vote at the meeting.

- 7.4 A meeting of the Committee must be called by giving not less than 48 hours' notice of such meeting to each member, unless the members unanimously agree otherwise. The notice may be in writing or given using any technology consented to by all the members, and such consent may be a standing one. An accidental omission to send a notice of the meeting of the Committee to any member, or non-receipt of such notice by any member, does not invalidate the proceedings, or any resolution passed, at the meeting. The notice of meeting must confirm the date, time and venue and agenda for the meeting, and will include relevant supporting papers for the agenda items to be discussed.
- 7.5 The Committee may invite anyone it considers appropriate to attend Committee meetings.

## 8. Reporting and disclosure

- 8.1 The Committee will review for approval by the Board any report on remuneration that may be required by the ASX Listing Rules, the *Corporations Act 2001* (Cth) or other applicable laws, or proposed for inclusion in the Company's annual report, which may contain information on the Company's remuneration policy, practices, attendance at and frequency of Committee meetings.
- 8.2 The Committee will have oversight of the adoption of appropriate procedures by the Company with respect to compliance with applicable governance, accounting and legal requirements regarding disclosure of remuneration.
- 8.3 The Committee chairperson will report to the Board following each Committee meeting.
- 8.4 The Committee chairperson will attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

## 9. Access to information and independent advice

- 9.1 The members of the Committee have the right to access any information they consider necessary in order to fulfil their responsibilities and exercise independent judgment when making decisions, including access to the Company's management and auditors (both internal and external).
- 9.2 The Committee may seek advice from and meet (with or without management being present) with external advisers or specialists where the Committee considers that appropriate or necessary.

## 10. Approved and adopted

This Charter has been approved and adopted by the Board.

**Date Approved:** 26 October 2021