



Nomination and Remuneration Committee Charter

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1. Purpose

The Nomination and Remuneration Committee (**Committee**) is established to assist the **Board of Directors of DomaCom Limited (Board)** in fulfilling its statutory, fiduciary, and regulatory responsibilities regarding:

- **Director selection and appointment practices.**
- **Board composition and succession planning.**
- **Executive and director remuneration policies and practices.**
- **Induction, training, and performance evaluations for directors.**
- **Oversight of incentive and equity-based remuneration programs.**

The Committee operates under **Clause 9.15** of the Company's Constitution and is authorised by the Board to perform its functions as outlined in this Charter.

2. Authority

The Committee is authorized by the Board to:

- Develop and recommend the **Board skills matrix and composition strategy.**
- Oversee the **nomination, selection, and evaluation process for directors.**
- Ensure executive and director **remuneration aligns with governance standards and company objectives.**
- Review, monitor and advise the Board on **incentive plans and equity-based remuneration policies.**
- Request the Board to engage **external advisors or consultants as required** to fulfill its responsibilities.
- Report its findings and recommendations directly to the Board.

3. Responsibilities

3.1 Nomination responsibilities

- Establish a **Board skills matrix** to assess current and desired competencies.
- Identify and recommend candidates for **Board appointment and re-election.**
- Ensure the **Board maintains an appropriate mix of skills, independence, and diversity.**
- Oversee the **director induction and ongoing professional development programs.**
- Develop and oversee the **Board and director performance evaluation framework.**
- Recommend the **size and structure of the Board** to ensure effective decision-making.

3.2 Remuneration responsibilities

- Develop and recommend a **remuneration framework** for directors and senior executives.
- Ensure remuneration policies align with **company performance, governance requirements, and shareholder interests**.
- Advise the Board on the **allocation of the director fee pool**.
- Review the **Remuneration Report for inclusion in the Annual Report**.
- Oversee shareholder engagement on remuneration policies and disclosure practices.

3.3 Incentive Schemes & Equity-Based Remuneration

- Review and advise the Board on the **Employee Share Schemes (ESS) and other equity-based incentives**.
- Monitor **compliance with performance hurdles and eligibility criteria**.
- Ensure that incentive structures **align with corporate performance goals**.
- Advise the Board on **any required shareholder approvals for remuneration plans**.

4. Composition & Membership

- The Committee shall consist of **at least three members, a majority of whom are independent directors**.
- Members are appointed by the Board and must disclose any **potential conflicts of interest**.
- Members should possess **appropriate regulatory and industry knowledge**.
- The **Chairperson of the Committee must be an independent director**.
- The **Company Secretary serves as the Committee Secretary**.

5. Meetings & Decision-Making

- The Committee shall meet **at least twice per year**, with additional meetings as required.
- The **Chairperson must call a meeting if requested by any Committee member**.
- A **quorum consists of two members**.
- Decisions are made by **majority vote**, with the **Chairperson holding a casting vote in case of a tie**.
- The **Company Secretary ensures minutes are recorded and submitted to the Board**.

6. Reporting & Disclosure

- The Committee shall liaise with the **Risk and Assurance Committee** regarding remuneration-related reporting.
- The Committee shall approve an **Annual Remuneration Report** for inclusion in the **Company's Annual Report**.
- The **Committee Chairperson** shall attend the **Company's Annual General Meeting** to address shareholder questions.
- The Committee ensures compliance with **disclosure obligations under corporate governance and financial reporting standards**.

7. Conflicts of Interest

- No Committee member shall participate in discussions or decisions regarding **their own remuneration**.
- Members must **declare and manage any potential conflicts of interest** related to Committee matters.

8. Access to Information & Advisers

- No Committee member shall participate in discussions or decisions regarding **their own remuneration**.
- Members must **declare and manage any potential conflicts of interest** related to Committee matters.

9. Performance Evaluation

- The Board will **annually evaluate the Committee's performance** and report findings.
- The evaluation considers the **Committee's effectiveness in fulfilling its responsibilities**.

10. Review of Charter

- This Charter will be **reviewed annually** to ensure alignment with governance objectives and regulatory requirements.
- Any amendments must be approved by the Board.

11. Approval & Adoption

This Charter was approved by the Board on **2 April 2025** and is effective as of **2 April 2025**.