



## **REMUNERATION & NOMINATION COMMITTEE CHARTER**

**HUB24 LIMITED**

**ABN 87 124 891 685**

Approved by the Board of HUB24 Limited on 20 June 2024

## 1. INTRODUCTION

- 1.1. The Remuneration and Nomination Committee (**RNC**) is a committee of the Board of HUB24 Limited (**HUB24**).
- 1.2. The Board established the RNC in accordance with HUB24's Constitution.
- 1.3. This Charter sets out the RNC's role, the scope of its responsibilities and other RNC matters in relation to HUB24 and its controlled entities (collectively referred to as the **HUB24 Group**).
- 1.4. The Board has delegated authority to the RNC to fulfil its responsibilities as set out in this Charter. The Board may make other delegations to the RNC from time to time.
- 1.5. The role of the RNC is not an executive role.

## 2. ROLE

- 2.1. The role of the RNC is to review and make recommendations to the Board of HUB24 in relation to:
  - 2.1.1. Board succession planning generally;
  - 2.1.2. induction and continuing professional development programs for directors;
  - 2.1.3. the development and implementation of a process by working with the Chairman of the Board to evaluate the performance of the Board, its Committees and Directors;
  - 2.1.4. the process for creating and maintaining appropriate diversity including the recruitment of new directors, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
  - 2.1.5. the appointment and re-election of Directors;
  - 2.1.6. ensuring there are plans in place to manage the succession of the CEO and other senior executives;
  - 2.1.7. HUB24's remuneration framework for Directors, including the process by which any pool of directors' fees approved by shareholders is allocated to Directors;
  - 2.1.8. the remuneration packages to be awarded to the CEO and senior executives remuneration recommended by the CEO;
  - 2.1.9. equity-based remuneration plans for the CEO, senior executives and other employees;
  - 2.1.10. superannuation arrangements for Directors, CEO, senior executives and other employees;

- 2.1.11. monitoring and reporting any gender or other inappropriate bias generally or in remuneration for Directors, senior executives or other employees and promoting diversity within the HUB24 Group; and
- 2.1.12. monitoring and reporting on Work, Health and Safety (WHS) matters within the HUB24 Group.
- 2.2. In carrying out its role, the RNC is expected to:
  - 2.2.1. have regard to the interests and expectations of HUB24's customers, shareholders, employees, regulators and the broader community in which HUB24 operates; and
  - 2.2.2. operate in accordance with the HUB24 Constitution, this Charter, HUB24's Code of Conduct, HUB24 Group policies adopted by the Board, and applicable legal and regulatory requirements.

## 3. RESPONSIBILITIES

Consistent with the Board Charter, the RNC is responsible for:

### 3.1. Board Performance and Composition

- 3.1.1. reviewing and recommending to the Board for approval systems, processes, procedures and outcomes for the determination of Board performance and composition;
- 3.1.2. reviewing and recommending to the Board for approval systems, processes, procedures and outcomes for Board succession planning;
- 3.1.3. in exercising its obligations under these responsibilities, having due regard to:
  - (i) HUB's strategy for achieving its diversity objectives;
  - (ii) the Board's skills matrix to make sure it covers the skills needed to address existing and emerging business and governance issues; and
  - (iii) the independent composition of the Board and of each Non-Executive Director at least annually at or around the time that the Board or the RNC considers candidates for election or re-election to the Board;

### 3.2. Values and Culture

- 3.2.1. reviewing and recommending to the Board for approval a framework for delivering on HUB24's Code of Conduct which sets out clear expectations of the way Directors and employees are expected to discharge their responsibilities and conduct business;
- 3.2.2. monitoring the vision and culture of HUB24 Group (including risk culture);
- 3.2.3. monitoring Management action plans to strengthen the desired vision and culture and to address weaknesses;

**3.3. Management and CEO/Managing Director Oversight**

- 3.3.1. making recommendations to the Board to approve systems, processes, procedures and outcomes for the:
  - (i) appointment and removal of the CEO or Managing Director including the terms of the appointment or removal;
  - (ii) regular evaluation of the performance of the CEO or Managing Director;
  - (iii) determination of the remuneration of the CEO or Managing Director; and
  - (iv) succession plans for the CEO or Managing Director and for senior executives;
- 3.3.2. regular monitoring of performance for the CEO or Managing Director and for senior executives;
- 3.3.3. making recommendations to the Board to approve systems, processes, procedures and outcomes for the reviewing and approval of appointments to the Boards of entities which are controlled by HUB24.

**3.4. Remuneration and Performance**

- 3.4.1. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, development and review of the HUB24 Group's remuneration principles as applied to HUB24's strategic objectives, remuneration frameworks and Remuneration Policy;
- 3.4.2. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, development and review of specific remuneration arrangements, including performance scorecard measures and outcomes, and termination payments, for the CEO or Managing Director, the Key Management Personnel direct reports to the CEO or Managing Director or as required by regulators or relevant policies;
- 3.4.3. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, development and review of the HUB24 Group's performance management frameworks, variable short term incentive and long term incentive remuneration plans including the short term incentive plan pool, employee equity plans, employee superannuation and pensions, and benefits of material value to employees;
- 3.4.4. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, development and review of fees payable to non-executive directors within the limits specified in the HUB24 Constitution as amended from time to time by shareholder resolution;
- 3.4.5. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, development and review of the appointment of non-

executive directors to each Board Committee, and continuing membership, at least once every three years;

- 3.4.6 designing, developing and recommending to the Board for approval the Remuneration Report and related disclosures to be included in HUB24's Annual Report and overseeing the process in support of its preparation; and
- 3.4.7 assisting the Board with communication with proxy advisers and shareholder approvals for remuneration matters which require shareholder approval and with director election and re-election.

In exercising its obligations under these responsibilities, the RNC should have due regard to developing a remuneration strategy and policy that:

- 3.4.8 attracts and retains talent;
- 3.4.9 motivates the CEO or Managing Director, senior executives and employees;
- 3.4.10 links remuneration with performance and the creation of shareholder value;
- 3.4.11 is appropriate compared to market practice;
- 3.4.12 considers the circumstances in which external expert remuneration consultants may be utilised; and
- 3.4.13 oversees compliance with applicable legal and regulatory requirements associated with remuneration matters.

### **3.5. Work Health & Safety**

- 3.5.1 overseeing and monitoring the framework for compliance with WHS regulations and considering appropriate WHS reports and information; and
- 3.5.2 making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, development and review of the WHS framework.

## **4. COMPOSITION**

- 4.1. The RNC shall comprise at least three (3) Directors of HUB24, the majority of whom shall be independent and Non-Executive Directors.
- 4.2. The Board appoints the RNC Members and the RNC Chair.
- 4.3. The term of appointment of RNC Members will coincide with their Board tenure unless the Board determines otherwise.
- 4.4. The RNC Chair will be an independent Director and must not be the Chair of HUB24.
- 4.5. The RNC Chair is responsible for leading the RNC and overseeing processes for the RNC's performance in its role in accordance with this Charter.

- 4.6. RNC Members must collectively have the skills, and knowledge to enable the RNC to discharge its role and responsibilities effectively and to add value.
- 4.7. At least one RNC Member will be a member of the HUB24 Audit, Risk & Compliance Committee.

## 5. ROLE OF COMMITTEE MEMBERS

- 5.1. RNC Members commit to the collective, group decision-making processes of the RNC. Individual RNC Members will respect the contributions and perspectives of other RNC Members. RNC Members will debate issues openly and constructively and create an environment where RNC Members can debate issues openly and constructively and be free to question or challenge the opinions presented at meetings where their own judgment differs from that of other members.
- 5.2. RNC Members are expected to utilise their relevant skills, knowledge and experience for, and apply their judgment to all matters discussed at RNC meetings. RNC Members are expected to have read and considered the RNC papers ahead of each meeting.
- 5.3. RNC Members are expected to ask questions of, request information from and raise any issue of concern with Management.
- 5.4. RNC Members are encouraged, where possible, to ask any questions and raise issues of concern via the RNC Chair before a meeting so that Management is prepared to address them.
- 5.5. Publicly, RNC Members are expected to support the letter and spirit of RNC decisions.

## 6. RNC MEETINGS

- 6.1. The RNC will meet at least three (3) times per year or more frequently as required.
- 6.2. RNC Members will use all reasonable endeavours to attend RNC meetings in person or agree attendance by other means with the Chair.
- 6.3. The RNC Chair may determine to call an RNC meeting and will call a meeting if requested by any RNC Member or the Chair of the HUB24 Board.
- 6.4. A meeting of the RNC may be held using any technology which permits attendees to hear and be heard by others at the meeting.
- 6.5. Two (2) members of the RNC, one of whom must be an independent Non-Executive Director of HUB24, shall constitute a quorum.
- 6.6. A Company Secretary of HUB24 or such other person as is nominated by the RNC Chair shall act as the secretary of the RNC.
- 6.7. The secretary will circulate the agenda and papers to all RNC Members within a reasonable time prior to each meeting.

- 6.8. Minutes must be prepared, approved by the RNC Chair and be circulated to RNC Members within a reasonable time of a RNC meeting. The minutes must be ratified and signed by the RNC Chair at the next following meeting. Signed minutes will be provided to the next full HUB24 Board meeting after signing.
- 6.9. All HUB24 Directors will have access to the RNC papers.

## 7. INVITEES

- 7.1. The RNC may invite other people to attend a meeting, consult other people or seek any information considered necessary to fulfil its responsibilities.
- 7.2. All HUB24 Directors have a standing invitation to attend the RNC meetings.
- 7.3. The CEO or Managing Director and CFO will have a standing invitation to attend RNC meetings.
- 7.4. Non-RNC Members, including members of Management, specialists and advisers may attend all or part of the RNC meetings at the invitation of the RNC Chair.
- 7.5. The RNC may meet periodically and separately with such members of Management, staff and external advisors as it regards as appropriate.

## 8. CONFLICTS OF INTEREST

- 8.1. Members must:
  - 8.1.1 disclose to the RNC any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises;
  - 8.1.2 take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
  - 8.1.3 comply with the Corporations Act, other applicable laws and HUB24's Constitution in relation to disclosing material personal interests and restrictions on voting.

## 9. ACCESS AND INFORMATION

- 9.1. Management is responsible for the preparation, presentation and integrity of information provided to the RNC and for the timely communication of such information as the RNC might need to effectively discharge their duties.
- 9.2. RNC Members may seek any information they consider appropriate to fulfil their responsibilities.
- 9.3. RNC Members will have unrestricted access to the HUB24 Group's employees and other relevant internal and external parties to seek explanations and information from them so that they may discharge their responsibilities. If the RNC engages an external expert to advise it, the RNC shall seek to ensure their engagement, including any advice received, is independent.

- 9.4. The Company Secretary, Chief Financial Officer, General Counsel and Chief People Officer also have free and unrestricted access to the RNC to provide information.

## 10. ROLE OF THE CHAIR

- 10.1. The RNC Chair must be an independent non-executive director. The RNC Chair is appointed by the Board.
- 10.2. The RNC Chair's principal responsibilities are to lead the RNC and oversee the processes for the RNC's performance of its role in accordance with this Charter.
- 10.3. The RNC Chair has responsibilities including:
- 10.3.1. development of the RNC agenda;
  - 10.3.2. presiding over RNC meetings and directing RNC discussions to effectively use the time available to address critical issues;
  - 10.3.3. ensuring RNC minutes properly reflect RNC decisions and substance of management responses to questions during the meeting;
  - 10.3.4. reviewing RNC papers to provide support for decision making and actions;
  - 10.3.5. facilitating discussions to ensure core issues are addressed;
  - 10.3.6. briefing all HUB24 Directors in relation to issues arising at RNC meetings; and
  - 10.3.7. liaising with the Chair of the Board and the Chairs of the other Board Committees to seek to ensure that the Board and each Board Committee appropriately carry out their respective roles and responsibilities so as to enable the Directors to adequately discharge their relevant duties.

## 11. REPORTING TO THE BOARD

- 11.1. The RNC Chair will report on the business of RNC meetings to the next Board meeting and will bring RNC recommendations to the Board.

## 12. PERFORMANCE AND CHARTER REVIEW

- 12.1. The RNC will review its performance on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the RNC Chair. The review may seek input from any person and may be supported by suitably qualified independent consultants.
- 12.2. This review will consider:
- 12.2.1. the RNC's role;
  - 12.2.2. the RNC systems, processes and procedures;



- 12.2.3. the collective skills of the RNC in relation to required skills to fulfil the RNC's role;
  - 12.2.4. the RNC's performance; and
  - 12.2.5 each RNC Member's performance.
- 12.3. The development needs of the RNC will be monitored by the RNC Chair. On an ongoing basis, RNC Members may undertake and request training and professional development, as appropriate, at HUB24's expense.
- 12.4. The RNC will review this Charter annually to ensure that it remains consistent with the RNC's objectives and responsibilities.

## 13. APPROVAL AND ADOPTED

- 13.1 This Charter was approved and adopted by the Board on 20 June 2024.