



REMUNERATION AND NOMINATION COMMITTEE CHARTER

Trajan Group Holdings Limited



1 INTRODUCTION

1.1 Overview

This document is the charter of the Remuneration and Nomination Committee (**Committee**) established by the board of directors of Trajan Group Holdings Limited ACN 152 617 706 (**Company**) (**Charter**).

This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee.

2 COMMITTEE REMIT

The Committee's remit is to assist the board of directors of the Company (**Board**) in fulfilling its responsibilities by reviewing and making recommendations with respect to:

- the remuneration of executive directors, and the Company's senior executives (together **Executives**), and the remuneration of employees generally,
- the remuneration of non-executive directors,
- executive and employee performance evaluation,
- the nomination and appointment of directors,
- policies to promote diversity of representation and contribution to the Company, professional development and personnel management and,
- the preparation of the Remuneration Report and other relevant information for the Company's Annual Report.

The scope of these functions is set out in further detail in clauses 2.1 to 2.10 below.

2.1 Remuneration

The Committee will review and evaluate the Company's general remuneration policy (**General Remuneration Policy**) with respect to the following factors:

- 2.1.1 market and peer benchmarking;
- 2.1.2 organisational performance generally;
- 2.1.3 shareholder sentiment;
- 2.1.4 financial capacity;
- 2.1.5 workload and performance;
- 2.1.6 ensuring the incentives for non-independent directors do not conflict with their obligations to bring an independent judgement to matters before the Board; and
- 2.1.7 any other relevant matters.

2.2 Remuneration of Executive Directors and Executives

The Committee will:

- 2.2.1 regularly review and make recommendations to the Board with respect to Executive remuneration policies regarding base pay, incentive payments, equity



awards, superannuation, service contracts and retirement or termination benefits in line with the Company's General Remuneration Policy;

- 2.2.2 consider and make recommendations to the Board regarding whether to seek shareholder approval for any Executive remuneration and whether to disclose any remuneration terms to the ASX;
- 2.2.3 oversee the implementation of Executive remuneration within the Company; and
- 2.2.4 review such other matters relating to remuneration issues as may be referred to it by the Board.

2.3 Remuneration of Non-executive Directors

The Committee will, having regard to good governance practice and shareholder interests:

- 2.3.1 consider and make recommendations to the Board regarding the remuneration of non-executive directors including fees, superannuation and other benefits in line with the Company's General Remuneration Policy;
- 2.3.2 consider if any equity-based remuneration is appropriate for non-executive directors; and
- 2.3.3 consider and make recommendations to the Board regarding whether to increase the aggregate amount of non-executive director fees and seek shareholder approval for any required increase in the Fee Cap.

2.4 Equity Based Remuneration and Long Term Incentives

The Committee will:

- 2.4.1 review, at least annually, and make recommendations to the Board regarding the design of all equity and long-term incentive schemes;
- 2.4.2 receive from Management a review of any equity or long-term incentive schemes against all applicable laws and regulations and market conditions and provide recommendations to the Board regarding proposed amendments to any such plans;
- 2.4.3 determine whether awards will be made under any equity or long-term incentive scheme;
- 2.4.4 review and provide recommendations to the Board regarding proposed operation of any equity or long-term incentive scheme;
- 2.4.5 review the operation of equity and long-term incentive schemes, including determining disputes and resolving questions of fact or interpretation; and
- 2.4.6 review such other matters relating to equity based remuneration as may be referred to it by the Board.

2.5 Short Term Incentives

The Committee will review, at least annually, and make recommendations to the Board regarding short term incentives, performance targets and bonus payments for Executives, management, employees and contractors in line with the Company's General Remuneration Policy.

The Committee will:

- 2.6.1 determine the process for making recommendations to the Board for the selection, nomination and appointment of new directors, and the reappointment or retirement of existing directors;
- 2.6.2 review nomination practices against measurable objectives for achieving Board and Executive diversity in accordance with the Company's Diversity Policy;
- 2.6.3 establish criteria for Board composition, including annual review and implementation of a skills matrix setting out the mix of skills and diversity that the Board has or is looking to achieve, having regard to the strategic direction of the Company from time to time;
- 2.6.4 review the required on-boarding clearances with respect to any proposed director or Executive, which may include obtaining or requesting information regarding experience, expertise, character, criminal record and bankruptcy history, and;
- 2.6.5 review, from time to time, the induction program for new Board members and Executives considering such information and advice that may reasonably be required or desirable for the individual to commence their appointment, including information regarding:
 - i. the Company's financial, strategic, operations and risk position;
 - ii. their role and responsibilities; and
 - iii. if they are a director, their directors' duties; and
- 2.6.6 address such other matters relating to Board nomination or Executive succession issues as may be referred to it by the Board.

2.7 Board and Board Committees

The Committee will:

- 2.7.1 develop and annually implement processes for the evaluation of the performance of the Board, its committees, individual Executives and directors and regularly review those processes;
- 2.7.2 review and make recommendations to the Board regarding the size and composition of the Board or any committee;
- 2.7.3 inform the Board of the details of directors who are retiring in accordance with the Constitution and make recommendations regarding whether the Board should support the re-election or re-appointment of that director;
- 2.7.4 assess and provide recommendations to the Board on the independence of any director; and
- 2.7.5 review the performance and membership of the Company's committees and make recommendations to the Board regarding the appointment or removal of members to those committees.

The Committee will, with regard to clause 2.6:

- 2.8.1 review succession planning for Board members and provide recommendations to the Board on whether succession plans are in place to maintain an appropriate balance of skills, experience, expertise and diversity of the Board; and
- 2.8.2 review succession planning for the Company's key Executives, with a view to maintaining an appropriate mix of diversity, expertise, experience and skills.

2.9 Performance

The Committee will:

- 2.9.1 regularly evaluate the performance of the Board, its committees, individual Executives and directors, and review the processes for doing so from time to time, and;
- 2.9.2 review continuous professional development programs for directors and key Executives in order to enhance their competencies and develop their skills and knowledge pertaining to matters in the Company's industry.

2.10 Diversity

The Committee will:

- 2.10.1 annually review and set measurable diversity objectives in accordance with the Company's Diversity Policy, including those related to addressing gender pay gaps;
- 2.10.2 monitor, review, and report to the Board on the Company's diversity performance;
- 2.10.3 review the Company's Diversity Policy at least annually to assess the effectiveness of the policy and make recommendations to the Board as to any strategies required to address diversity gaps;
- 2.10.4 review and report to the Board at least annually on the relative proportion of women and men at all levels of the business.

2.11 Other

The Committee may consider those aspects of the Company's remuneration policies and packages not covered elsewhere in this Charter and will make recommendation to the Board accordingly. This includes equity-based incentive schemes, which should be subject to shareholder approval.

3 COMPOSITION

3.1 Composition

The Committee will be of sufficient size, independence, and technical expertise to discharge its remit effectively and consist of:

- 3.1.1. at least three members a majority of whom are non-executive directors;



- 3.1.2. a majority of independent directors, as that term is defined in the Board Charter (**Independent Director**); and
- 3.1.3. be chaired by a director nominated by the Board who is an Independent Director (**Chair**).

3.2 Appointment and Cessation of Members

The Board may, by resolution, appoint a director to the Committee at any time (**Member**) and Members will cease to be a Member of the Committee if:

- 3.2.1 the Member gives 30 days written notice to the Chair of the Member's resignation from the Committee;
- 3.2.2 the Chair gives 30 days written notice that the Member is to cease to be a Member of the Committee;
- 3.2.3 the Board resolves to remove the Member of the Committee in carrying out its functions under the Company's Board Charter; or
- 3.2.4 the Member ceases to be a director of the Company, at which point they will automatically cease to be a Member of the Committee.

3.3 Members

Members of the Committee are expected to have a general understanding of the industry within which the Company operates and of corporate management.

4 GOVERNANCE

4.1 Meetings

The Committee will meet as frequently as required to undertake its role effectively, but not less than twice per year. The Chair or any two Members may call a meeting of the Committee at their discretion by providing reasonable notice in advance to all Members. Any director of the Company may attend a meeting of the Committee.

4.2 Quorum

The quorum for any meeting of the Committee is two (2) Members, attending in person or by any electronic means allowing simultaneous communication.

4.3 Procedure at meetings

At meetings of the Committee:

- 4.3.1 the Chair will chair all meetings of the Committee and, in the event the Chair is absent, the Members will nominate a Member in attendance to fulfil the role of Chair for that meeting.
- 4.3.2 resolutions considered by the Committee will be determined via a simple majority of votes, with each Member having one vote;
- 4.3.3 the Chair will not have a casting vote, with any motion subject to a tied vote lapsing; and



4.3.4 The Chair will provide an update to the Board at the next Board meeting and ensure that the minutes of the meeting are available in the Board's document repository as soon as practicable after the meeting.

4.4 Committee Reports

The Chair will be responsible for, and may delegate as they think fit, the preparation of reports pertaining to resolutions and recommendations of the Committee to be brought to the Board's attention for approval or action.

4.5 External Parties

The Committee may:

- 4.5.1 invite non-Members such as the Company's executives or external advisors to attend and contribute to meetings; and
- 4.5.2 seek advice from any external advisors as the Members consider necessary or desirable to fulfil the Committee's objectives.

5 AUTHORITY

The Committee and any Member may, in fulfilling its purpose and within the scope of its remit:

- 5.1.1 conduct or authorize enquiries into any matter, including conducting checks of a candidate's character, experience and expertise or undertaking market research;
- 5.1.2 retain consultants, lawyers, accountants or other advisers to assist in the conduct of its enquiries or recommendations; and
- 5.1.3 ensure the attendance of Company officers, executives or directors at meetings as it considers appropriate.

6 MISCELLANEOUS

6.1 Inconsistency with Constitution

To the extent that there is any inconsistency between this Charter and the Company's Constitution, the Constitution will prevail.

6.2 Adoption of Charter

The Board adopted this Charter on 22 May 2026. It takes effect from that date and replaces any previous Charter in this regard.

6.3 Review of Charter

The Board will review and amend this Charter periodically and will communicate any amendments as appropriate.