

Nomination and Remuneration Committee Charter

24 October 2023

1. Objective

The primary objective of the Nomination and Remuneration Committee (**NRC**) is to provide recommendations on the Board's membership and performance and the Company's remuneration policy and practices.

2. Membership

The NRC will comprise no fewer than three members appointed by the Board, preferably a majority of independent non-executive Directors. The Board will formally approve all changes to members of the NRC.

The Chair of the NRC will be appointed by the Board from time to time.

Each member must have:

- A reasonable knowledge of New Hope and its long-term strategies; and
- The ability to dedicate the necessary time to committee meetings and tasks.

3. Authority

The NRC is authorised by the Board to:

- Perform the activities required to discharge its responsibilities to the Board;
- Determine the terms of engagement of any advisors it deems necessary; and
- Unrestricted access to company officers and executives, including requiring their attendance at NRC meetings.

4. Meetings

The NRC will meet at least three times a year. The NRC may call such additional meetings as the Chair decides are necessary for the NRC to fulfil its duties.

Other members of the Board are entitled to attend NRC meetings.

5. Responsibilities

The NRC shall provide to the Board:

- Assessment of the preferred composition of the Board in terms of skills, competencies, and experience of its members, given the strategic direction of New Hope;
- Ensure a succession plan for Directors and the Chair is in place to maintain an appropriate balance of skills, experience, diversity, and expertise on the Board;
- Identification, evaluation, and recommendation of candidates for appointment to the Board;

- Coordinate the induction process of newly appointed Board Members;
- Conduct a review of the performance of the Board and its committees at least annually;
- Inform the Board of Directors retiring as per the provision in the constitution and make recommendations to the Board as to their re-nomination;
- Remuneration policies and practices across the New Hope Group;
- Board remuneration review advice and recommendations;
- Appropriateness of senior executive compensation arrangements;
- Employee equity incentive programs, including obtaining shareholder approval;
- Compliance with statutory obligations relating to remuneration related disclosures;
- Annual performance assessment of the CEO and overall company performance; and
- Management of succession planning at the senior level and other business critical roles.

The NRC shall consider any other matters referred to it by the Board.

The NRC must provide a sign-off to the Board approving the annual Remuneration Report which forms part of the Annual Report.

6. Reporting

The NRC shall update the board about NRC activities and make appropriate recommendations. Once the minutes have been endorsed by the NRC Chair, they will be distributed to the Board.

7. Reviews

The NRC will review its performance on an annual basis. The NRC should also review this charter and its composition annually to ensure that it remains consistent with the Board's objectives and responsibilities.