

Remuneration and Nominations Committee (R&NC)

Terms of Reference

1. Purpose and powers

- 1.1. The purpose of the Remuneration and Nominations Committee (R&NC) is to provide oversight and scrutiny relating to Human Resource policies and practices, regulatory requirements, monitoring organisational culture and address all matters pertaining to Board director nominations. The Committee assists the Board of Directors to fulfill their duties regarding Human Resource oversight of the organisation.
- 1.2. The Remuneration & Nominations Committee (**R&NC**) is empowered to:
- a) do all things necessary to fulfill its responsibilities, including retaining appropriately qualified advisors to assist it to manage issues that may arise from time to time;
 - b) spend up to a total of \$100,000 (excluding recruitment costs) on appropriately qualified advisors annually, with any additional spend being approved by the Finance and Financial Audit Committee;
 - c) require the attendance of any eftpos manager or staff member at meetings as appropriate; and
 - d) have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Terms of Reference.
- 1.3. Additional responsibilities and powers may be conferred on the R&NC pursuant to eftpos' Remuneration Policy.

2. Responsibilities

- 2.1. The R&NC is responsible for:
- a) approving the eftpos Board mandated HR policies and ensuring their compliance with relevant statutory and regulatory requirements, including those relating to gender and people diversity;
 - b) managing the CEO selection process with the Chair and assisting the CEO with selecting direct reports and key personnel;
 - c) reviewing and making recommendations to the Board with respect to the remuneration framework for the Independent Directors and the Chief Executive Officer;
 - d) reviewing and approving remuneration policies and practices, including senior executive remuneration, merit recognition expenditure, Short and Long Term Incentive targets and hurdles, and other benefits;

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- e) assessing the skills, knowledge and experience required by the Board, eftpos' Independent Directors, the CEO and senior executives;
- f) assessing and reviewing the performance of the Independent Directors and development of all Directors and measuring the effectiveness of all directors;
- g) advising on recruitment, retention, succession planning and termination policies and procedures for the CEO and senior executives;
- h) overseeing the appointment, re-election and induction of Directors; and
- i) reporting to and receiving reports from the Chair of each Board sub-committee on risk and compliance related matters and reporting to the Board about matters discussed in the committee.

3. Composition and tenure

- 3.1. The R&NC shall comprise three (3) to five (5) Directors (that must include at least one Independent Director) appointed by the Board.
- 3.2. The CEO and any other executive Directors are not eligible to be Members of the R&NC.
- 3.3. The Board may appoint or remove a Director from the R&NC at any time, effective from the date of the Board resolution appointing or removing the director.

4. Quorum

- 4.1. The quorum for a meeting of the Remuneration and Nominations Committee is three (3), with at least two (2) attendees being Nominee Directors.

5. Chair

- 5.1. Subject to paragraph 5.2, the Board shall appoint an Independent Director as Chair of the R&NC.
- 5.2. If the Chair is not present at a meeting of the R&NC then another member (excluding the Chairman of the Board) shall chair the meeting.
- 5.3. The Chair of the R&NC has the following specific responsibilities:
 - a) planning and conducting meetings, and formulating the meeting timetable;

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- b) overseeing reporting to the Board; and
- c) undertaking verbal presentation to the Board.

6. Voting

- 6.1. Each Member of the R&NC will have one vote.
- 6.2. The Chair of the R&NC will not have a casting vote. If there is a tied vote the motion will be taken to the Board.

7. Attendance by non-Committee Members

- 7.1. Any current Director of eftpos (who is eligible to be a member of the R&NC) may attend any meeting of the R&NC.
- 7.2. The Chair of the R&NC may require the CEO to attend part or all of any of its meetings.

8. Frequency and timing of meetings

- 8.1. The R&NC shall meet:
 - a) as required to fulfill its responsibilities; and
 - b) at least once every half year.
- 8.2. The Chair of the R&NC is empowered to schedule meetings of the R&NC, as required.

9. Minutes and Reports

- 9.1. The Company Secretary (or his or her delegate) shall attend all meetings of the R&NC and minute its proceedings.
- 9.2. Minutes of R&NC meetings shall be considered by a meeting of the R&NC as soon as practicable.
- 9.3. Where appropriate the Chair of the R&NC shall prepare, or cause to be prepared, a written report for the Board's consideration.

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10. Reviews

10.1. The R&NC will annually:

- a) provide to the Board a self-evaluation of its performance against the Terms of Reference; and
- b) review the R&NC's Terms of Reference and if appropriate, recommend changes to the Board. Only the Board can approve changes to the Terms of Reference of the R&NC.

11. Policy owner and administrator

Policy owner	Company Secretary
Policy administrator	Company Secretary
Reviewed on	27 February 2015 22 January 2016 27 September 2017 1 August 2018 22 October 2019

12. Approval

This policy was approved by the Board on:

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| • 3 February 2016 – Resolution No EB2016-04 | • August 2018 – Resolution No. EB2018-27 |
| • 30 November 2016 – Resolution No EB2016-2527 | • 22 October 2019 – Resolution No. EB2019-26 |
| • September 2017 – Resolution No. EB2017-321 | • 24 March 2020 – Resolution No. EB2020-10 |

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