

NOMINATION & REMUNERATION COMMITTEE CHARTER



WEST COAST
AQUACULTURE

WEST COAST AQUACULTURE GROUP LIMITED
(ACN 637 883 848)

NOMINATION & REMUNERATION COMMITTEE CHARTER

This Document is adopted by West Coast Aquaculture Group Ltd (“The Company”) on 27 August 2021.

1. Introduction

- 1.1 The Nomination & Remuneration Committee (“Committee”) has been established as a committee of the board of directors (“Board”) of the Company.
- 1.2 This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee.

2. Purpose

- 2.1 The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to:
- (a) the size and composition of the Board, reviewing Board performance and succession planning.
 - (b) reviewing and advising the Board on the composition of the Board and its Committees and the necessary and desirable competencies of Board members; and
 - (c) developing a process for the evaluation of the performance of the Board, its committees and individual executive and non-executive directors; and
 - (d) ensuring that proper succession plans for Board members and senior executives are in place for consideration by the Board; and
 - (e) advising the Board on induction and continuing professional development programs for directors.
 - (f) endeavouring to ensure that:
 - (i) the directors and senior executives of the Group are remunerated fairly and appropriately; and
 - (ii) the remuneration policies and outcomes of the Group strike an appropriate balance between the interests of the Company’s shareholders, and rewarding and motivating the executives and employees to secure the long-term benefits of their energy and loyalty; and
 - (iii) the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Group as determined by the Board; and
 - (iv) short and long-term incentives are challenging and linked to the creation of sustainable shareholder returns; and
 - (v) any termination benefits are justified and appropriate.

- 2.2 To fulfil its responsibilities, the Committee will have the right:
- (a) to obtain information from management; and
 - (b) to seek advice from external consultants or specialists where the Committee considers that necessary or appropriate to allow the Committee to make its determinations or recommendations to the Board.

3. Membership of the Committee

- 3.1 The Committee must consist of at least three members, which comprises of:
- a majority of independent/non-executive directors; and
 - an independent Chairman.
- 3.2 The Board will appoint the Chairman (who should be an independent director) and members of the Committee. The Board Chairman may chair the Committee (if the Board Chairman is an independent/non-executive director), however, a separate Chair must be appointed if the Committee is dealing with the appointment of a successor to the Board Chairman.
- 3.3 The Board may appoint additional non-executive directors as members of the Committee or remove and replace members of the Committee. Members may withdraw from membership of the Committee by written notification to the Board. If a member ceases to be a director of the Board, that member ceases to be a member of the Committee.
- 3.4 The Board or Committee will periodically assess the Committee's membership and performance.
- 3.5 Members of the Committee must have an appropriate level of understanding of:
- the principles of corporate governance, including knowledge of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition, 2019); and
 - the Company's businesses and organisation structure; and
 - the functions of the Board and the various roles and responsibilities of the Directors and other key executives; and
 - Company management, at a senior management level.

4. Meetings of the Committee

- 4.1 The committee will hold meetings at least twice a year and as frequently as required to fulfil its role.
- 4.2 A quorum will be the smallest number greater than half the members.
- 4.3 Meetings of the Committee may be held face to face or using any technology which enables members to participate in a discussion.
- 4.4 If the Committee Chair is absent, members who are present will select a chair for that

meeting.

- 4.5 The Committee Chair will report to the board following each meeting.
- 4.6 The Company Secretary will be the Secretary of the Committee and must attend all Committee meetings as recording secretary unless otherwise determined by the Committee.
- 4.7 Matters will generally be decided by consensus or , if a consensus cannot be reached, by a majority of members present.

5. Role and Responsibilities

The responsibilities of the Committee are as follows:

Board and Committee Composition

- (a) Assist the Board to develop a board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.
- (b) Monitor, review and make recommendations to the Board regarding the size and composition of the Board and Committees to ensure that they are of an appropriate size and collectively have the skills, commitment and knowledge to enable them to discharge their duties effectively and to add value.

Selection, appointment and re-appointment of directors

- (c) Review and recommend to the Board a formal and transparent process for the nomination, selection and appointment of non-executive directors.
- (d) Make recommendations to the Board regarding the appointment and reappointment of non-executive directors, including terms of appointment and the retirement by rotation of non-executive directors each year in accordance with the Constitution and SSX Listing Rules.
- (e) Monitor and review the time commitment required by non-executive directors to Board matters and whether directors are meeting that requirement.
- (f) Monitor and undertake an annual assessment of, and make recommendations to the Board as to, the independence of each director.

Performance and development

- (g) Make recommendations to the Board regarding the process for reviewing the performance of the Board, Committees, the Chairman and individual directors, including the engagement of external consultants.
- (h) Ensure that appropriate processes are in place to support director induction and regularly review the effectiveness of these processes.
- (i) Ensure that appropriate processes are in place to support director professional development to maintain the skills and knowledge required to perform their role effectively, and for directors to receive briefings on material developments in

laws, regulations and accounting standards relevant to the Company.

Succession planning

- (j) Review and make recommendations to the Board regarding Board succession plans, including the succession of the Chair and the CEO, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

General Remuneration Responsibilities

- (k) In relation to its remuneration function, the Committee is required to review and make recommendations to the Board about (where applicable):
 - i. the terms of remuneration for the executive and non-executive directors and other senior executives of the Group from time to time including the criteria and processes for assessing performance; and
 - ii. the process for, and report to the Board on the outcomes of, remuneration reviews for:
 - A. each non-executive director; and
 - B. the executives collectively; and
 - C. each executive director and other senior executives of the Company.
 - iii. changes in remuneration, recruitment, retention and termination policies and practices, including superannuation and other benefits, personnel practices, and industrial relations strategies; and
 - iv. compliance with relevant legal and regulatory requirements in relation to any such remuneration, equity plans and termination benefits, including obtaining any shareholder approvals which are necessary; and
 - v. employee equity plans and allocations under those plans; and
 - vi. the disclosure of remuneration strategies, policies and practices within the Group and, if necessary, to the Sydney Stock Exchange (SSX) and other regulatory authorities; and
 - vii. the preparation and approval of the remuneration report to be included in the Annual Report in accordance with the Corporations Act 2001 (Cth); and
 - viii. facilitating shareholder and other stakeholder engagement in relation to the Company's remuneration strategies, policies and practices; and
 - ix. whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees.

Specific Remuneration Responsibilities

- (l) To fulfil its responsibilities relating to remuneration, the Committee will (where applicable):

Executive remuneration generally

- A. review and evaluate market practice and trends in remuneration matters;
- B. review and make recommendations to the Board regarding executive remuneration generally including, but not limited to, base pay, incentive payments, equity awards and service contracts;
- C. consider whether to seek shareholder approval of the executive remuneration and, if shareholder approval is not required, whether to disclose any specific remuneration terms (such as termination payments) to SSX;
- D. oversee the implementation of executive remuneration within the Group;

Executive directors and senior management

- E. review and make recommendations to the Board on the specific remuneration for each executive director (including base pay, incentive payments, equity awards, termination payments and service contracts), determine whether any shareholder approvals are required and ensure that any equity-based executive remuneration is made in accordance with shareholder approvals;
- F. review and make recommendations to the Board regarding the specific remuneration (including base pay, incentive payments, equity awards, termination payments and service contracts) for each senior executive of the Company;

Non-executive director remuneration

- G. review and establish the level of remuneration for non-executive directors, including fees, superannuation and other benefits.
- H. The level of director remuneration is to be set to attract the best candidates for the Board while maintaining a level commensurate with boards of similar size and type;
- I. where necessary recommend that the Board seek an increase in the amount of remuneration for non-executive directors approved by shareholders;
- J. consider if any equity-based remuneration is appropriate for non-executive director.

Equity based and long-term incentive plans (LTIs)

- K. review, at least annually, and make recommendations to the Board regarding the design of all equity based and/or LTI plans;

- L. keep all plans under review in the light of legislative, regulatory and market developments and make recommendations to the Board regarding proposed amendments to any such plans;
- M. for each such plan, determine each year whether awards will be made under that plan;
- N. review and make recommendations to the Board regarding proposed aggregate and individual awards under each plan, including determining the applicable eligibility criteria and vesting and exercise conditions;
- O. review and make recommendations to the Board regarding the administration and allocation of individual interests in awards which are held in a trust or similar structure;
- P. review and make recommendations to the Board regarding performance hurdles for such plans, if appropriate;
- Q. administer the operation of the plans, including determining disputes and resolving questions of fact or interpretation concerning the plans.

Short term incentives

- R. review, at least annually, and make recommendations regarding short term incentives, performance targets and bonus payments for executives, management, employees and contractors; and

Performance reviews

- S. review and report to the Board on the performance of executive directors, non- executive directors and senior executives.

Miscellaneous

- (m) Consider any other relevant matters identified from time to time or requested by the Board.

6. [Rights of access and authority](#)

The Board has ultimate responsibility for overseeing the performance of the Company, including its nomination and remuneration policies. Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee has rights of unrestricted access to management and rights to seek explanations and additional information from management.

The Committee may seek the advice of the Company’s solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee

may require. As appropriate, the Committee will inform the Chairman of the Board of its decision to authorise such an investigation or obtain such external advice.

7. Related party transactions

Related party transactions between a Director (or Directors) and the Company are regulated by the Corporations Act and the SSX Listing Rules.

A Director with a material personal interest must comply with the law fully, including:

- (a) giving notice of that interest to the other Directors where required, including the nature and extent of the interest and the relation of the interest to the affairs of the Company (under section 191 of the *Corporations Act*); and
- (b) unless exempted by law, by not being present while the matter is being considered at the Board meeting or vote on the matter (section 195 of the *Corporations Act*).

Before the Committee recommends to the Board that a related party transaction be approved without prior shareholder approval having been obtained, it must be determined that:

- (a) an exemption under Chapter 2E of the Corporations Act applies; and
- (b) Chapter 17 of the SSX Listing Rules does not apply.

The Company also discloses related party transactions in its financial report as required under relevant Accounting Standards. The Committee must ensure that all related party transactions are disclosed to the Company's auditors in a timely and complete manner.

8. Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

9. Compliance with disclosure obligations

The Committee will review all reporting by the Company of its nomination and remuneration policies and practices, including the Company's annual remuneration report and Annual Report, to ensure that the Company meets its disclosure obligations as required under the ASX Listing Rules and the Corporations Act.

10. Review

This Charter will be reviewed every two years or as required.