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## Nomination & Remuneration Committee Charter

Policy No: FM 032

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- 1. Introduction**      The Nomination and Remuneration Committee (Committee) is established by the board of directors of 360 Capital Group Limited (Board) (360 Capital) and shall make recommendations to the Board pursuant to this Charter.
  
- 2. Purpose and Objectives**      The Committee is responsible for considering and making recommendations to the Board matters related to:
  - Board appointments and succession planning generally;
  - Managing Director and senior executive performance;
  - Non-executive director remuneration, (360 Capital and subsidiary Boards including its committees);
  - Managing Director and senior executive remuneration;
  - Any special projects delegated by the Board or deemed necessary by the Committee in relation to the subject matter of this Charter.
  
- 3. Composition**      The Committee will comprise three directors, with the majority of the directors to be independent. The chairman of the Committee must also be independent. Any membership changes are decided by the Board. Where the chairman is not present at a meeting, the Committee may elect a chairman for the meeting.
  
- 4. Meetings**
  - The Committee will meet a minimum of twice a year, including one meeting at the end of the financial year to consider remuneration issues;
  - The Committee will meet on other occasions as deemed necessary;
  - Committee members must devote the necessary time and attention to the Committee to carry out its responsibilities;
  - Quorum for a meeting of the Committee shall be two members, (both members to be independent directors);
  - The Committee may allow other members of the Board or senior executives or other individuals to attend on invitation, however such persons are not to attend where the Committee considers matters relating to their employment terms, remuneration and/or performance;
  - The Committee shall be entitled to seek independent professional advice at 360 Capital's expense on any matter within this Charter;
  - The Committee shall have unrestricted access to 360 Capital's records and employees where deemed necessary by the Committee so as to fulfil its duties;



- The Company Secretary will also act as Secretary of the Committee and will keep minutes to record the proceedings and resolutions of Committee meetings.

## 5. Role

### Functions in respect of nomination:

- a) Review size and composition of the Board to ensure that necessary skills are represented with the appropriate composition and balance;
- b) Board succession planning generally, including that of Managing Director and senior executives, appointment and re-election of directors;
- c) Process for selection, induction and continuous professional development programs for directors;

### Functions in relation to remuneration:

- d) Making recommendations to the Board regarding remuneration framework for directors, including subsidiary boards and committees;
- e) Reviewing and recommending remuneration packages, including any incentives, to be awarded to senior executives including the Managing Director;
- f) Reviewing whether there are any gender or other inappropriate bias in remuneration for directors, senior executives and other employees;

### Functions in relation to performance evaluation:

- g) Review time required from non-executive directors and whether they are meeting those requirements;
- h) Assessing performance of the Managing Director and senior executives against their key performance indicators;
- i) Ensuring other human resources management programs, including performance assessment programs are in place.

## 6. Reporting

The Chairman of the Committee will report the proceedings, deliberations and recommendations of the Committee to the next Board meeting following any meeting of the Committee.

## 7. Review

The Nomination and Remuneration Committee Charter shall be reviewed and revised as and when deemed necessary by the Committee or the Board. Any changes to the Charter will require Board approval. A copy of the current Charter will be posted on the 360 Capital website.

## 8. Related Documents

- Board Charter;
- ASX Corporate Governance Principles and Recommendations.