



# Remuneration Committee Charter

The Board of Bhagwan Marine has established a Remuneration Committee. This Charter outlines the Committee's roles, responsibilities, and terms of operation and should be read in conjunction with the Board Charter.

## 1. Purpose & Responsibilities

The purpose of the Remuneration Committee (**Committee**) is to assist the Board in fulfilling its corporate governance and oversight responsibilities regarding Bhagwan Marine's remuneration arrangements for Directors and executives.

The responsibilities of the Committee include reviewing, advising, and making recommendations to the Board on:

- a) Directors fees; and
- b) The structure, design, and operation of executive remuneration arrangements.

The Board has delegated to the Committee the responsibilities set out in **Attachment 1**.

## 2. Authority

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

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

The Committee has the authority to conduct or direct investigations into any matters within its Charter.

The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision-making.

## 3. Committee Composition

The Committee will comprise at least two member who are Non-Executive Directors.

The Committee members will be appointed by the Board. The Committee members will be appointed by the Board. The Managing Director & CEO (**MD/CEO**) and the Executive Director Finance may not be members of the Committee.

The Board will appoint the Chair of the Committee, who must be a Non-Executive Director.

All Committee members will have a working familiarity with setting remuneration and sufficient industry knowledge to effectively align remuneration with prudent risk-taking.

If a Committee member ceases to be a Director of the Board, that member ceases to be a member of the Committee.

## 4. Committee Meetings

### 4.1 Meetings Requirements

The Committee meets at least three times per year, or more often, if necessary, to fulfil its responsibilities.

A quorum of the Committee will comprise any two members.

If the Committee Chair is unable to attend a meeting, the members present or the Board Chair will appoint another member who is an Independent Non-Executive Director to act as Chair at that meeting.

Committee members may attend meetings in person or participate by videoconference or other electronic means.



Committee decisions may be made by circular or written resolution. A circular or written resolution signed by all Committee members will be effective as a resolution duly passed at a Committee meeting. A resolution may consist of several documents in like form, each signed by one or more members. The expression “written” includes email or other electronic means.

Management is responsible to the Committee for making recommendations to the Committee and implementing recommendations of the Committee, which the Board approves.

#### **4.2 Conflicts of Interest**

A Committee member with a material personal interest in a matter that relates to the affairs of Bhagwan Marine must give the other Committee members notice of their interest.

Committee members shall not participate in discussions and shall not vote on any issues in which there is an actual, potential or perceived conflict of interest.

#### **4.3 Committee Work Plan, Agenda and Meeting Documentation**

Each Committee meeting will have a structured agenda. The Chair of the Committee determines the work plan and agenda, with input from Committee members, the GM People, and the Company Secretary. Any Director or the MD/CEO may request that a particular item be added to the agenda.

The agenda and supporting documentation for each Committee meeting will be circulated to Committee members, other Directors, and other attendees, as appropriate, within a reasonable time before the meeting.

Executives will not receive meeting materials related to their remuneration or performance.

#### **4.4 Notice of Meeting and Attendance**

Notice of Committee meetings will be provided to all Directors. Directors who are not members of the Committee may attend Committee meetings and will have access to Committee papers and minutes.

Notice of Committee meetings will also be provided to the MD/CEO, who must attend meetings if requested by the Committee Chair. Other members of management and advisers may be invited to participate in meetings as the Chair of the Committee thinks fit.

#### **4.5 Company Secretary**

The Company Secretary will be the Secretary of the Committee.

#### **4.6 Minutes**

Minutes of each Committee meeting will be prepared by the Company Secretary, approved by the Chair of the Committee in draft and circulated to all Committee members.

The minutes of a Committee meeting will be approved at the next Committee meeting or by circular resolution and signed by the Chair of the Committee.

The Committee’s Chair-approved minutes of each Committee meeting will be included in the Board papers.

#### **4.7 Reporting**

The Chair of the Committee will report to the Board on the business matters arising out of a Committee meeting.

The Committee will refer any matter to the Board or another Board Committee where it falls within their responsibility or if it would benefit from the Board or that Board Committee’s consideration.

### **5. Access to Information and Advice**

#### **5.1 Access to Management and Others**

The Committee has free and unfettered access to the MD/CEO, the Executive Director Finance, the CFO, and the External Auditor, and information and may make any enquiries to fulfil its responsibilities.

The MD/CEO, the Executive Director of Finance, the CFO, executive management, and the External Auditor have free and unfettered access to the Committee.

## **5.2 Access to Independent Professional Advice**

The Committee has the right to seek independent professional advice, subject to the Board's approval, at Bhagwan Marine's expense, concerning any matter related to the discharge of its responsibilities.

Advice received should be distributed to the Board and the Committee as appropriate.

Committee members are entitled to rely on the expertise of independent experts so long as they are not aware of any grounds that would make such reliance inappropriate.

## **6. Workshops and Training**

The Committee may hold workshops and training sessions to maintain the skills and knowledge required to perform its role effectively.

The Committee will keep themselves informed on insights into Board and executive remuneration and other matters relevant to its responsibilities.

## **7. Appointment of Remuneration Consultants**

If the Committee is considering engaging a Remuneration Consultant to provide recommendations to the Board on Board and executive remuneration, the Committee must:

- a) ensure that the remuneration consultant is sufficiently qualified and independent;
- b) recommend for the Board's approval the appointment of the remuneration consultant and the terms of engagement being entered into with the remuneration consultant;
- c) receive and consider the recommendations of the remuneration consultant; and
- d) ensure that executives do not receive recommendations on their own remuneration from the remuneration consultant.

## **8. Review**

### **8.1 Committee Performance Review**

The Board will conduct an annual review of the Committee's performance and effectiveness.

When considered appropriate, the Committee will review its membership and make recommendations to the Board for approval.

### **8.2 Review of this Charter**

The Committee will review this Charter every two years, or sooner if circumstances require, with any amendments recommended to the Board for approval.

## **9. Related Documents**

Board Charter

Directors and Executives Remuneration Policy

Employee Share Incentive Plan

# Attachment 1

## Duties and Responsibilities

In making decisions and recommendations, the Committee will consider its responsibilities and the activities of the Board's other committees and, where appropriate, coordinate with and consider information arising out of those committees and any other relevant factors.

**The duties and responsibilities of the Committee are as follows:**

### 1. Remuneration Framework

- 1.1 Review and monitor the effectiveness of Bhagwan Marine's Executive Remuneration Framework.
- 1.2 Approve the Remuneration Policies for the Board, MD/CEO, and executives.
- 1.3 Work with the Board and other Committees to ensure that executive remuneration is part of and consistent with the risk management framework and does not incentivise behaviour by MD/CEO and other executives that may lead to inappropriate or excessive risk-taking.
- 1.4 Approve the appointment of the remuneration consultant and the terms of engagement entered into with the remuneration consultant.

### 2. MD/CEO & Executive Remuneration Arrangements

- 2.1 Review and approve the total remuneration framework for the MD/CEO and his direct reports, including changes to total fixed remuneration, performance-based short-term and long-term incentives, other benefits, and termination payments.
- 2.2 Arrange, as appropriate, an external remuneration consultant review of the MD/CEO's and other executive's remuneration based on industry benchmarking and accepted methodologies.

### 3. MD/CEO & Executive Performance

- 3.1 Review and approve the accountabilities and performance KPIs for the MD/CEO and maintain visibility of the accountabilities and performance KPIs of other executives undertaking an annual evaluation of the Managing Director's performance against agreed measures, having regard to the Company's objectives, values and risk appetite.
- 3.2 Review the performance of the MD/CEO annually and monitor the performance evaluation process for other executives.
- 3.3 Review of succession plans for the MD/CEO, the Executive Director Finance, the CFO, and other executives.

### 4. Executive and Employee Incentive Plans and Equity Plans

- 4.1 Review and approve any performance-based short-term and long-term incentive plans for the MD/CEO and other executives, including recommendations on award entitlements, performance criteria, vesting payments, and clawbacks.
- 4.2 Review and approve the establishment of any executive and employee incentive plans and any material amendment of the terms (including, but not limited to, short-term and long-term incentive plans and share ownership plans).
- 4.3 Exercise all powers, authorities and discretions relating to incentive plans and equity plans that are delegated to it by the Board.

## **5. Director Remuneration Arrangements**

- 5.1 Review and recommend to the Board for approval changes to the annual remuneration of the Chair and Non-Executive Directors.
- 5.2 Review and recommend to the Board for approval the annual remuneration for any Director appointed as a member of a Board Committee.
- 5.3 Review the external remuneration benchmarking assessment process for the Board, which will include the aggregate of the remuneration of the Board, remuneration for Directors, the Board Chair, Committees Chairs, and Committee members.
- 5.4 Review and recommend to the Board any increase in the total fee pool available to Non-Executive Directors, subject to shareholder approval.

## **6. Remuneration Report**

- 6.1 Review (in consultation with the Audit & Risk Committee) and recommend to the Board for approval the Annual Remuneration Report on the approach to Director's and executive's remuneration.
- 6.2 Review and approve key management personnel (Directors and executives) whose remuneration is disclosable in the Annual Remuneration Report.

## **7. Governance**

- 7.1 Approve policies that require or are reserved for the Committee approval and relevant to the Committee's remit.
- 7.2 Consider any other relevant matters delegated by the Board to the Committee