



Remuneration and Nomination Committee Charter

Clime Capital Limited

This document is current as at 21 August 2025



REMUNERATION AND NOMINATION COMMITTEE

CHARTER

The Board of Clime Capital Limited (“Company”) has established the Remuneration and Nomination Committee in accordance with ASX Listing Rules and the ASX Corporate Governance Council’s Principles of Good Corporate Governance and Best Practice Recommendations.

This Charter sets out the Remuneration and Nomination Committee’s objective, authority, tenure, composition and structure, roles and responsibilities, reporting and administrative arrangements.

Objective

The objective of the Remuneration and Nomination Committee is to:

- support and advise the Board in relation to the selection and appointment of Directors who are able to meet the needs of the Company and the ongoing evaluation and review of the performance of the Board; and
- provide independent, specific recommendations on remuneration packages and other terms of employment for Directors and executives.

Composition and Structure

The Remuneration and Nomination Committee must comprise of at least three members, all of whom will be Non-Executive Directors and, and a majority of whom are independent of the management of the Company. The Chair of the Committee will be independent (may not be the Chair of the Board) and be appointed by the Board from time to time. Due to the size and structure of the Board, and considering the number of Non-Executive Directors, it will not always be practicable for all members of the Committee to be independent.

The Committee remains cognisant of conflicts of interest that may arise in the context of setting remuneration packages. Executive Directors will not be appointed to the Remuneration Committee and no individual director or senior executive will be involved in deciding their own remuneration.

A quorum for any meeting will be two members. The Company Secretary will attend the Remuneration and Nomination Committee meetings and keep minutes.

Authority

Within the limits of this Charter, the Committee may make determinations about matters for which it is responsible.

The Committee may obtain information, interview management, and seek advice from external consultants or specialists (at the Company’s expense) where the Committee considers it necessary or appropriate.

Responsibilities

Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- assessing periodically the skill set required to discharge competently the Board’s duties, having regard to the nature of the Company’s activities and assessing the skills currently represented on the Board;
- regularly reviewing and making recommendations to the Board regarding the structure, size and composition (including the balance of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole, and keeping under review the leadership needs of the

- Company, both executive and non-executive;
- preparing a description of the role and capabilities required for a particular appointment;
- identifying suitable candidates (executive and non-executive) to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment;
- identifying the existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution;
- giving full consideration to appropriate succession planning, satisfying itself that processes and plans are in place in relation to the Board;
- making publicly available the Committee's Charter, explaining its role and the authority delegated to it by the Board; and
- review the remuneration packages for Directors and executives, having regard to performance, relevant comparative information and, where appropriate, independent expert advice.

Procedures

The Remuneration and Nomination Committee shall meet as often as it considers necessary. Any member may call a meeting of the Committee.

The Committee will make recommendations to the Board (as and when considered appropriate with respect to its responsibilities as noted above. In discharging its duties and responsibilities, and in formulating recommendations to be made to the Board, the Committee will consult regularly with the Chair of the Board, if that Chair is not also a member of the Committee.

The Committee may also undertake special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose must report to the Board at its next meeting regarding all material matters relevant to the Committee's duties and responsibilities.

Confidentiality

Issues discussed at and minutes documenting Committee meetings are likely to be commercially sensitive and should be treated by members, attendees and recipients of minutes as confidential. They should not be discussed with team members outside of the Committee except with those entitled to attend Committee meetings or persons otherwise legitimately requiring that information.

This Remuneration and Nomination Committee Charter was approved by the Board at a meeting of the Directors held on 21 August 2025.