

# REMUNERATION COMMITTEE CHARTER



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FINDER ENERGY HOLDINGS LIMITED (ACN 656 811 719)

## 1 Introduction

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The Remuneration Committee (**Committee**) will assist the Board of Finder Energy Holdings Limited (ACN 656 811 719) (**Finder**) in discharging certain of its responsibilities. This Charter sets out matters relevant to the composition, responsibilities and administration of the Committee. Where there is no such Committee at the relevant time, the Board will have regard to the remuneration responsibilities set out in this Charter.

## 2 Committee composition

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- The Board appoints, replaces and removes Committee members.
- Where practicable, the Committee should:
  - have at least three members, a majority of whom are independent Directors; and
  - be chaired by an independent Director.
- The Board will ensure the Committee members have the necessary technical expertise and a sufficient understanding of Finder's industry to discharge the Committee's mandate effectively.
- The Company Secretary of Finder is the Committee Secretary.
- If the Committee includes an executive Director, that Director will not be involved in deciding their own remuneration.

## 3 Committee responsibilities

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The Committee is accountable to the Board and its responsibilities are:

- **Remuneration:** review:
  - Finder's remuneration framework for Directors, including the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
  - the remuneration packages to be awarded to senior executives;
  - equity-based remuneration plans for senior executives and other employees;
  - superannuation arrangements for Directors, senior executives and other employees; and
  - whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees;
- **Disclosure:** review disclosures relating to:
  - the Committee's members, frequency of meetings and attendances;
  - Finder's policies and practices regarding the remuneration of non-executive Directors, executive Directors and senior executives; and
  - any other matters relevant to the Committee, its role or activities; and
- such other matters as may be referred to the Committee from time to time.

## 4 Committee process

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- The Committee is to meet as required by the Committee Chair.
- A quorum is two Committee members.
- If the Committee Chair or appointed delegate is absent from a Committee meeting, the Committee members in attendance will appoint a Committee Chair for that meeting.
- The Committee may invite any persons to meetings including executives or external advisers, and may do so with or without management present.
- Finder's Constitution regulates the conduct of Committee meetings and proceedings.
- The Committee will report to the Board by distributing minutes of its meetings and, as appropriate, by oral or written report to the Board.

## 5 Access to information and independent advice

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The Committee is authorised to obtain information, interview management and seek advice from external consultants or specialists at Finder's expense where considered necessary or appropriate.

## 6 Charter review

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Finder will periodically review this Charter to check that it is operating effectively.

The Company Secretary is authorised to make administrative and non-material amendments to this Charter.

Version Number	Revision Date	Document Owner	Document Approver
v.1	26 September 2024	Company Secretary	Board of Directors