

1. Introduction

This Charter sets out the role, composition, authority, duties and responsibilities and operation of the Nomination & Remuneration Committee (**Committee**) of the Board of Diverger Limited (formerly known as Easton Investments Limited) (**Company**).

Meetings and proceedings of the Committee will be governed by the provisions of the Constitution of the Company relating to meetings and proceedings of the Board.

2. Role

The role of the Committee is to regularly review and make recommendations to the Board on:

Nomination Matters

- the necessary and desirable competencies of directors;
- the suitability of director nominees for election to the Board;
- candidates to fill casual vacancies; and
- Board, Managing Director and senior executives succession plans.

Remuneration Matters

- the Company's remuneration, performance, appointment, retention and termination policies and procedures for senior executive officers and non-executive directors;
- senior executives' remuneration and incentives;
- the Company's policies for remuneration, superannuation and compensation generally, including focusing the Company on appropriate remuneration policies which are designed to meet the needs of the Company and enhance corporate and individual performance and its strategic goals, including diversity;
- review and make recommendations to the Board regarding all equity-based remuneration or compensation plans;
- the administration of remuneration and compensation plans for the Company; and
- all reports on executive remuneration required by any law or regulation or which is proposed to be included in the Annual Report of the Company, including remuneration by gender.

3. Duties and Responsibilities

The duties and responsibilities include:

Remuneration

- provide the Board with sufficient information to make informed decisions;
- review industry trends in remuneration policy and applying the best practice principles when making recommendations regarding the remuneration of and superannuation arrangements for senior executives and non-executive directors;
- review market rates of remuneration for the Managing Director;
- make recommendations to the Board regarding goals and performance objectives and targets for the Managing Director and other senior executives;
- make recommendations to the Board regarding the amounts to be paid to the Managing Director under the STI and LTI incentive plans, and to KMP, having regard to the recommendations from the Managing Director;
- review, make recommendations to the Board and formulate policies and procedures regarding terms of appointment and departure of senior executives, including termination payments under such terms of appointment;
- review and make recommendations to the Board annually regarding the remuneration framework for directors and the related compensation of non-executive directors;
- review and make recommendations to the Board, when appropriate, on the terms of share and option plans and other incentive schemes offered by the Company as part of its remuneration policies;
- ensure that the payment of executive remuneration, including equity-based schemes, is made in accordance with any thresholds set by shareholders; and
- undertake the reviews described above in relation to the managing director, other senior executives and non-executive directors of investee companies as appropriate.

Size and Composition of the Board

- regularly review the size and composition of the Board and make recommendations to the Board on any appropriate changes;
- develop and plan to identify, assess and enhance director competencies and provide advice on the competency levels of directors;
- make recommendations on the appointment and removal of directors; and
- after undertaking a process of review, make recommendations on whether any directors whose term of office is due to expire should be nominated for re-election.

Selection Process of new Directors

- develop criteria for the selection of the candidates to the Board in the context of the Board's existing composition and structure; and
- as appropriate, engage external consultants in the Committee's search for a new director.

For the sake of clarity, the initial appointment of a new director will be made by the Board, with the new appointee required to stand for election at the Company's next Annual General Meeting in accordance with the Company's Constitution.

Performance Appraisal Competency

- establish evaluation methods of rating the performance of Board members;
- implement ways of enhancing the competency levels of directors;
- consider and articulate the time required by Board members in discharging their duties efficiently;
- undertake continual assessment of directors as to whether they have devoted sufficient time in fulfilling their duties as directors;
- provide new directors with an induction into the Company; and
- provide all directors with access to ongoing education relevant to their position in the Company.

Succession Plans for the Chairman, Managing Director and Senior Executives

- oversee and periodically evaluate the plan for succession of the Managing Director and senior executives and make recommendations to the Board; and
- oversee and periodically evaluate the plan for succession of the Chairman and make recommendations to the Board.

4. Delegation

Each member of the Committee is entitled to rely on information, or professional or expert advice, given or prepared by:

- an employee of the Company whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence;
- another director or officer of the Company in relation to matters within the director's or officer's authority; or

- a committee of directors on which the member did not serve in relation to matters within the Committee's authority.

5. Membership

The Committee shall consist of at least three members. A majority of members of the Committee must be non-executive and should be independent directors. The Chairman of the Committee must be a non-executive director and should be independent. The Board shall elect both the chairman and the members of the Committee and review such membership at times considered appropriate. The Company Secretary will act as secretary to the Committee.

6. Meetings

The Committee shall meet as frequently as required to perform its functions. The quorum for meetings of the Committee is two members of the Committee.

The Chairman of the Committee shall determine, in consultation with Committee members, the agenda for each meeting of the Committee.

The Committee shall keep minute books in which it records the proceedings and resolutions of its meetings. The minutes of a Committee meeting shall be made available to any director of the Company, providing no conflict of interest arises.

Resolutions of the Committee may be made at a meeting of the Committee, or where it is impractical to convene a meeting, by circular resolution signed by a majority of the Committee members.

7. Authority

The Committee may conduct or authorise investigations into any matter within its scope of responsibility or matters delegated by the Board. The Committee shall have the authority necessary and appropriate to enable it to discharge its duties and responsibilities, including but not limited to:

- select, retain, and terminate external counsel or other experts as it deems appropriate;
- approve the fees and other retention terms of such counsel or other experts;
- seek the information and assistance it requires from employees of the Company or external parties; and
- meet with the Company's officers or external counsel as required,

without seeking approval of the Board or management.

The Committee may seek input from individuals on remuneration policies, however no individual should be directly involved in determining their own remuneration.

8. Availability of this Charter

This Charter shall be made publicly available.

9. Reporting

The following material shall be included in the corporate governance statement and/or the Company's Annual Report as appropriate:

- details of the Company's remuneration policy;
- the names of the members of the Committee and their attendance at Committee meetings;
- the existence and terms of any schemes for retirement benefits (other than statutory superannuation) for non-executive directors; and
- any other information relating to the Company's remuneration policy and arrangements as required from time to time by the Corporations Act, the Listing Rules of the Australian Securities Exchange or any other relevant legislation.

Approved by the Board **27 June 2022**.

Document Control

| Document Control No. | Document Date | Review / Amended | Board Approval Date | Responsible Person |
|--------------------------------|-------------------|-----------------------------------|---------------------|--------------------|
| Remuneration Committee Charter | | Reviewed | June 2012 | Geoff Robinson |
| Remuneration Committee Charter | | Amended | May 2017 | Mertons |
| Remuneration Committee Charter | | Reviewed and amended by Committee | July 2019 | Mertons |
| Remuneration Committee Charter | | Approved by the Board | August 2019 | Mertons |
| Remuneration Committee Charter | May 2020 | Suggested changes | | Mertons |
| Remuneration Committee Charter | 28 May 2020 | Approved by the Board | 28 May 2020 | Mertons |
| Remuneration Committee Charter | | Reviewed and amended by Committee | 29 July 2021 | Mertons |
| Remuneration Committee Charter | 23 September 2021 | Reviewed by the Board | 23 September 2021 | Mertons |
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