Charter

Nomination and Remuneration Committee Charter

IVE Group Limited

ACN 606 252 644

Adopted by the board on 29 April 2026

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Committee charter

1 Purpose

The IVE Group Limited (**IVE**) Nomination and Remuneration Committee (**Committee**) will assist the Board of IVE Group Limited (**Board**) in discharging its responsibilities in relation to remuneration, people and culture, diversity, and the Board composition. The Committee provides oversight of the design, implementation and operation of IVE's remuneration framework and related policies to ensure they:

- support IVE's strategic objectives and long-term sustainable performance;
- align with IVE's Values, Board-approved Risk Appetite Statement and legal and regulatory obligations;
- fairly and responsibly reward directors, the management team, and employees, having regard to performance and interest of shareholders.

The Committee also oversees IVE's practices relating to Board renewal, succession planning, director appointments, skills and diversity, and the effectiveness of people and culture strategies across IVE.

2 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a minimum of 3 members;
- a majority of independent directors; and
- an independent director as chair.

The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-executive directors of the Company are entitled to attend meetings of the Committee, and have access to Committee papers, subject to conflicts. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair. The Committee may request non-Committee members to withdraw for all or any part of the meeting (for example where the non-Committee members has a material personal interest in the matter being considered).

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

3 Role and responsibilities - remuneration

The responsibilities of the Committee are as follows:

(a) Review and recommend arrangements for Key Management Personnel and other members senior management (as determined by the Committee), including contract terms, annual remuneration and participation in the Company's short and long term incentive plans.

(b) Monitor the implementation of the Company's remuneration framework to confirm it:

- encourages and sustains a culture aligned with IVE's Values;
- supports the Company's strategic objectives and long-term financial soundness; and
- is aligned with the Company's risk management framework and risk appetite statement.

(c) Review major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for senior management.

(d) Consider succession plans for senior roles as necessary.

(e) Review major changes and developments in the remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Group.

(f) Review the senior management performance assessment processes and results as they reflect the capability of management to realise the business strategy.

(g) Review and approve short term incentive plans, financial and non-financial performance targets and bonus payments for Key Management Personnel and other members of senior management (as determined by the Committee).

(h) Review and recommend to the Board major changes and developments to the Company's equity plans.

(i) In respect of the Company's employee equity incentive plans:

- review and approve financial and non-financial performance hurdles applicable to Key Management Personnel and other members of senior management (as determined by the Committee);
- review and approve the proposed terms of, and authorise the making of, offers to Key Management Personnel and other members of senior management (as determined by the Committee); ;
- assess and approve incentive award outcomes based on performance against the applicable performance targets and any other factors that the Committee determines to be relevant (including whether the Committee should consider exercising any discretion);
- review and approve the terms of any trust deed applying in relation to the plans and of any amendment to any such trust deed, including authorising the execution of any such trust deed or amending deed on behalf of the Group; and
- administer the operation of the plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans.

(j) Look to ensure that risk behaviours and outcomes and any other relevant factors are reflected in the executive remuneration outcomes.

(k) Review and make recommendations to the Board on remuneration by gender and, to the extent necessary, recommend strategies or changes to address any pay gap.

(l) Review and recommend to the Board the remuneration arrangements for the Chair and the non-executive directors of the Board, including fees, travel and other benefits.

(m) Approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth).

(n) Review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report.

(o) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

4 Remuneration policy

(a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:

- to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and having regard to relevant Company policies;
- to attract and retain skilled executives;
- to ensure that incentives do not reward conduct that is contrary to the Company's values or risk appetite statement;
- to structure short and long term incentives that are challenging and linked to the creation of sustainable shareholder returns;
- allow for proper adjustments to be made, including where risk and compliance failures occur; and
- to ensure any termination benefits are justified and appropriate.

(b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration.

5 Role and responsibilities - nomination

The responsibilities of the Committee are as follows:

(a) Assist the Board to develop a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

(b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans (including for the Chair and CEO), having regard to the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.

(c) Review and recommend to the Board the composition and membership of the Board, including:

- making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
- assisting the Board as required to identify individuals who are qualified to become Board members, in accordance with the policy outlined in section 7.

(d) Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual directors .

(e) Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.

(f) Ensure that an effective director induction process is in place and periodically review its effectiveness and whether there is a need for existing directors to undertake appropriate professional development.

6 Role and responsibilities – Diversity, People and Culture matters

The responsibilities of the Committee are as follows:

(a) On an annual basis, review the effectiveness of the Diversity Policy by:

(1) assessing the Company's progress towards the achievement of the measurable objectives and any strategies aimed at achieving the objectives; and

(2) reporting to the Board recommending any changes to the measurable objectives, strategies or the way in which they are implemented.

(b) In accordance with the Diversity Policy, on an annual basis, review the relative proportion of women and men on the Board, in senior management positions and in the workforce at all levels of the Group.

(c) Review and make recommendations to the Board in relation the development and implementation of strategies relating to people and culture, including the Company's recruitment, retention, workplace health and safety, and performance assessment policies.

7 Policy and procedure of the selection and appointment of new directors

7.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include, without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;

- the existing composition of the Board, having regard to the factors outlined in the Diversity Policy and the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
- the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- potential conflicts of interest, and independence.

7.2 Procedure

(a) Detailed background information in relation to a potential candidate should be provided to all directors.

(b) The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.

(c) Appropriate checks should be undertaken before appointing a person, or putting forward to shareholders a candidate for election, as a director.

(d) An offer of a Board appointment must be made by the Chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.

(e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

8 Administrative matters

8.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet quarterly at minimum.

8.2 Quorum

The quorum is at least 2 members.

8.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

8.4 Chair

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting. The chair does not have a casting vote.

8.5 Access to resources and independent advisers

The Committee is to have access to adequate internal and external resources. The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

8.6 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary (or his or her delegate) and, after approval by the Committee Chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

8.7 Reporting

It is intended that a report of the actions of the Committee and a copy of the minutes of the Committee meeting will be provided to the Board.

The Committee chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee chair or members of the Committee.

The Committee will also consider if any material matters arising out of Committee meetings should be advised to any other Committee and, if so, ensure that this occurs.

9 Review

The Board will, at least once in each year, review the membership and, at least every two years, the charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.