

## REMUNERATION AND NOMINATION COMMITTEE CHARTER

### Audinate Group Limited ("Company")

#### 1. Objectives

The Remuneration and Nomination Committee (**Committee**) has been established by the board of directors (**Board**) of the Company. The objectives of the Committee are to:

- review and advise the Board on the composition of the Board and its committees;
- review the performance of the Board, the Chair, the executive and non-executive directors and other individual members of the Board;
- ensure proper succession plans are in place for consideration by the Board;
- assist the Board with the establishment of remuneration policies and practices for the Company's Chief Executive Officer (CEO), senior managers and staff, as well as to ensure director compensation is fair and current;
- evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence; and
- make recommendations to the Board accordingly.
- 

#### 2. Authority

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to:

- retain outside counsel, accountants or other experts, at the expense of the Company, to advise the Committee or assist in the conduct of any matter;
- seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
- meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

#### 3. Membership

Members of the Committee shall comprise members of the Board appointed by the Board. The number of members of the Committee shall be a minimum of three non-executive directors, a majority of whom should, where practicable, be independent directors. The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent director who is not Chair of the Board.

#### **4. Committee Meetings**

Meetings shall be held as required however it is intended that the Committee meet twice per year having regard to the occurrence of Board vacancies and when director and executive remuneration is due for review. It is recognised that there will occasionally be matters of significance that the Chair of the Committee, in consultation with the Chair of the Board, choose to address at meetings of the Board, rather than this Committee. Any member of the Committee may request a meeting at any time if they consider it necessary.

A quorum of the Committee will comprise two members. However, all members of the Committee are expected to attend and participate in Committee meetings. A member of the Committee must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her remuneration, election, re-election, or removal. A separate chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Committee Chair.

Non-Committee members may be invited by the Committee Chair to attend meetings of the Committee.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Each member of the Committee will have one vote.

The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.

Following each meeting, the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.

The Company Secretary will provide such assistance as may be required by the Chair in relation to preparation of the agenda, minutes or papers for the Committee.

#### **5. Responsibilities**

The responsibilities of the Committee are to:

##### ***Remuneration***

- set and review separately, the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors

and other senior management. The Committee may take into account the performance review of the Executive Leadership Team when setting and/or reviewing their remuneration;

- ensure CEO performance is evaluated on an annual basis, the outcome of which may be taken into account when setting and /or reviewing CEO remuneration;
- review all components of the remuneration framework of the CEO and such other senior managers as the Board may from time to time determine. The components may include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, any equity-based remuneration, and all other entitlements and benefits arising from their employment. The remuneration of the Executive Leadership Team who report directly to the CEO is subject to prior recommendation from the CEO
- review all components of the remuneration of the non-executive directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of Board membership, any equity incentives, the process by which any pool of directors' fees which has been approved by shareholders is allocated to directors, and all other benefits and entitlements arising from their directorships;
- review the terms of employment contracts for the personnel referred to above;
- review the terms of any Company short or long-term incentive plans including any share and option schemes for employees and/or directors;
- review the terms of the Company's superannuation and/or pension schemes;
- consider any gender or other bias in remuneration for directors, senior managers or other employees of the Company;
- consider succession plans for the Board, CEO and other senior roles as necessary;
- ensure that the Committee, the Board and management have available to them sufficient information and external advice to ensure informed decision-making regarding remuneration;
- facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices;
- approve the appointment of any remuneration consultants for the purposes of the Corporations Act 2001 (Cth);
- review such other matters relating to remuneration issues as may be referred to it by the Board including the remuneration report prepared in accordance with the Corporations Act 2001 (Cth) for inclusion in the Annual Directors' Report;

### ***Nomination***

- develop and review a formal transparent process for selection, appointment and re-appointment of directors;
- identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter;
- evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence;

- regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board regarding any changes to ensure a diverse range of candidates are selected and any gaps in the skill or experience of the board are identified;
- inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
- undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director;
- provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence, and a statement from the Board as to whether it supports the candidate's existing directorships (if any));
- establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and confirm they are able to dedicate sufficient time to the position;
- establish and facilitate induction for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- require non-executive directors to inform both the Chair of the Company and the Chair of the Committee before accepting any new directorships;
- identify any specific responsibilities of individual Board members, including the Company's Chair;
- critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;
- provide to directors with access to continuing education for the purpose of updating and maintaining their skills and knowledge;
- create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and
- such other matters relating to Board nomination or succession issues as may be referred to it by the Board;

**Other**

- review, evaluate and make recommendations to the Board in relation to occupational health and safety (OH&S), including regular review of the WHS Policy;
- monitor and make recommendations to the Board to assist it in guiding the culture and standards of conduct of the Company and to promote employee engagement;
- undertake exit interviews with terminating members of the Executive Leadership Team or the Financial Controller;
- ensure appropriate checks are undertaken prior to appointment of an Executive Leadership Team member;
- in accordance with the Company's Diversity Policy:
  - o review measurable objectives to assist the Company in achieving gender diversity

and recommend these to the Board;

- on a regular basis review the relative proportion of women and men on the Board, in senior executive positions and across the whole workforce at all levels of the Group, and report to the Board, outlining the Committee's findings or, if applicable, provide the Board with the Company's most recent indicators as required by the Workplace Gender Equality Act 2012;
  - annually review the effectiveness of the Company's Diversity Policy by assessing the Company's progress towards the achievement of the measurable objectives and any strategies aimed at achieving the objectives;
  - report to the Board on the Company's progress towards achieving its measurable objectives each reporting period and recommend any changes to the measurable objectives, strategies, or the way in which they are implemented.
- The Committee may make recommendations to the Board in relation to any of the above.

## **6. Review of the Committee**

There will be a regular dialogue between the Committee and the Board including:

- a self-evaluation of its performance against this Charter;
- recommended goals and objectives; and
- recommended changes or improvements to this Charter if necessary.

The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders will periodically:

- obtain feedback from the Board on the Committee's performance and implement any agreed actions; and
- provide any information the Board may request to facilitate its review of the Committee's performance.

The Board shall ordinarily review the performance of the Committee, on annual basis. The Committee review may form part of a broader Board performance evaluation.

## **7. Reporting Procedures**

After each meeting, the Chair will report on the Committee's recommendations and findings to the Board.

## **8. Revisions of this Charter**

The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.